

**September 10, 2024**

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001.

**Security ID/Scrip Code-** ELNET/517477

Respected Sir/Madam,

**Sub: "Corrigendum" to the "Annual Report" for FY 2023-24 of the Company.**

In continuation to our earlier intimation dated September 03, 2024, related to "Annual Report" for FY 2023-24 of the Company. A Corrigendum is being issued to include details of changes in the Board of Directors that occurred after the end of the financial year and up to the date of signing the Board Report. Additionally, there was typographical error in the name mentioned in the signing of the financials has been corrected to Mr. Pravin Nair instead of Mr. Ramu Kannan. An updated Annual Report is attached herewith for your reference and also available on the website of the Company [www.elnettechnologies.com](http://www.elnettechnologies.com)

This is for your record and information.

Thanking You,

Yours Faithfully,  
For **ELNET TECHNOLOGIES LTD**



**RITESH SHIVKUMAR MISHRA**  
**COMPANY SECRETARY**

**Encl: a/a**



**ELNET TECHNOLOGIES LIMITED**

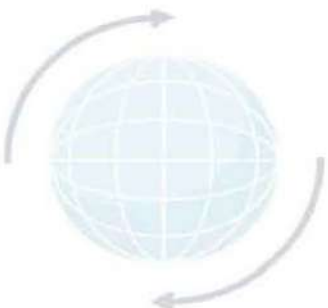
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# **33RD ANNUAL REPORT**

## **2023-24**

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**[www.elnettechnologies.com](http://www.elnettechnologies.com)**



<b>Particulars</b>	<b>Details</b>
<b>Board of Directors</b>	Mr. Ramu Kannan, IAS, Chairman and Non- Executive Additional Director Mrs. Unnamalai Thiagarajan, Managing Director Mr. Karthik Seshadri Harikrishnan, Non-Executive Independent Director Mr. Ganapathi Ramachandran, Non-Executive Independent Director Mr. Govindasamy Senrayaperumal, Non-Executive Independent Director Mr. Kadher Mohideen Kasim, IPS (Retd.), Non-Executive Independent Director Mr. Ammoor Periyar Radhakrishnan, Non-Executive Independent Director Mr. Srivathsa Desikan, Non-Executive Director Mr. Chakkolath Ramachandran, IAS., (Retd), Non-Executive Director Mr. Ravi Janakiraman, Non-Executive Director Mr. Venkatesan Kumaresan, Non-Executive Additional Director
<b>Chief Financial Officer</b>	Mrs. Duraisamy Indumathi
<b>Company Secretary and Compliance Officer</b>	Mr. Ritesh Shivkumar Mishra
<b>Statutory Auditors</b>	M/s. Selvam & Suku Alsa Towers, 186/187 C-1, Poonamallee High Rd, Dassapuram, Kilpauk, Chennai, Tamil Nadu 600010
<b>Secretarial Auditors</b>	M/s. BP and Associates New No 443 & 445, 5th Floor, Annexe 1, Guna Complex, Anna Salai, Teynampet, Chennai, Tamil Nadu 600018
<b>Internal Auditors</b>	M/s. Ajay Kumar and Associates No: 09, Yaafa Complex, 4th Floor, Purasaivakkam High Rd, Purasaiwakkam, Chennai, Tamil Nadu 600007
<b>Bankers</b>	Axis Bank Limited Thiruvanmiyur, New 137 (Old No/44/1), East Coast Road (Muttukadu Road), Srinivasapuram, ,Thiruvanmiyur, Chennai 600041, Tamil Nadu
	State Bank of India Industrial Finance Branch, KRM Plaza, Ground Floor, Chetpet, Chennai – 600031
	Canara Bank Module No.1, 4, Canal BK Road, Taramani, Chennai 600113.
<b>Registered Office</b>	Elnet Software City TS 140, Block No.2 & 9, Rajiv Gandhi Salai, Taramani, Chennai-600113. Phone: 044-22541098 / 22541337 / 22541793 Fax: 044-22541955; E-mail: <a href="mailto:elnetcity@gmail.com">elnetcity@gmail.com</a> Website: <a href="http://www.elnettechnologies.com">www.elnettechnologies.com</a>
<b>Registrar and Share Transfer Agents</b>	M/s. Cameo Corporate Services Limited "Subramanian Building", 5th Floor No.1, Club House Road, Chennai – 600002 Phone - 044 – 2846 0390 (6 lines) Fax – 044 – 2846 0129

FINANCIAL HIGHLIGHTS	AS PER IND AS								AS PER IGAAP		
	2023-24	2022-23	2021-22	2020-21	2019-20	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14
<b>Gross Revenue</b>	3442.79	3070.86	2722.50	2639.61	2911.83	2548.69	2588.33	2528.69	2414.35	2330.04	2253.80
<b>Profit before interest and tax</b>	2421.96	1931.75	1743.77	1702.13	1553.75	1236.11	1255.59	1230.48	979.78	847.39	864.59
<b>Profits Before Tax</b>	2353.51	1867.90	1693.62	1630.62	1467.11	1166.29	1233.15	1205.99	979.78	847.39	864.59
<b>Taxation</b>	604.33	498.41	432.27	431.93	382.18	325.11	333.25	422.51	335.17	284.69	280.69
<b>Profits After Tax</b>	1749.17	1369.49	1261.35	1198.69	1084.93	841.18	899.9	783.48	644.61	562.7	583.90
<b>Dividend</b>	80.00	80.00	80.00	56.00	48.00	60.00	60.00	56.00	68.00	56.00	56.00
<b>Dividend &amp; Dividend Taxes</b>	80.00	80.00	80.00	56.00	48.00	72.33	72.21	67.40	81.84	67.4	65.52
<b>Borrowings</b>	426.34	426.34	426.34	426.34	426.34	426.34	426.34	426.34	426.34	426.34	426.34
<b>Net worth</b>	13936.09	12263.20	10973.85	9685.09	8534.49	7521.15	6775.84	5912.49	5300.44	4737.36	4299.21
<b>Earnings per Equity Share</b>	43.73	34.24	31.53	29.97	27.12	21.03	22.5	19.59	16.12	14.07	14.60
<b>Dividend on Equity Share</b>	20%	20%	20%	14%	12%	15%	15%	14%	17%	14%	14%
<b>Debt: Equity Ratio</b>	0.03	0.03:1	0.04:1	0.04:1	0.04:1	0.06:1	0.06:1	0.07:1	0.08:1	0.08:1	0.1:1
<b>Book Value of the Company</b>	348.40	306.58	274.35	242.13	213.36	188.03	169.40	147.81	132.51	118.43	107.48
<b>Return on Net worth/Return on Equity in %</b>	12.55	11.17	11.49	11.80	12.15	10.22	12.22	12.11	10.62	10.46	12.06
<b>Dividend Payout ratio</b>	0.06:1	0.06:1	0.05:1	0.05:1	0.04:1	0.07:1	0.07:1	0.07:1	0.11:1	0.10:1	0.10:1
<b>Dividend/Net Income - In %</b>	4.57	5.84	6.34	4.67	4.42	7.13	6.67	7.15	10.55	9.95	9.59
<b>Return on Capital Employed</b>	16.86	15.22	15.30	16.83	17.34	15.55	17.43	19.41	17.11	16.41	18.30
<b>P/E ratio</b>	7.56	4.67	5.07	4.00	2.95	5.05	6.67	6.44	4.46	4.69	2.96

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## **NOTICE TO MEMBERS CONVENING THE 33<sup>rd</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the **33<sup>rd</sup> Annual General Meeting** (“AGM”) of the members of **ELNET TECHNOLOGIES LIMITED** (“the company”) will be held on **Wednesday, the 25<sup>th</sup> day of September 2024** at **11:00 A.M.** Indian Standard Time (‘IST’) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following businesses:

### **ORDINARY BUSINESS:**

#### **1. ADOPTION OF FINANCIAL STATEMENTS:**

To consider and pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** the audited financial statements of the Company for the Financial Year ended March 31, 2024, and the Reports of the Board of Directors and the Statutory Auditors thereon be and are hereby received, considered and adopted.”

#### **2. TO DECLARE A FINAL DIVIDEND OF RS. 1.70/- PER EQUITY SHARE FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024:**

To consider and, if deemed fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** a final dividend of Rs. 1.70/- per equity Share of Rs. 10.00/- each be declared for the financial year ended March 31, 2024, and that the same be paid out of the profits of the Company to those shareholders whose names appear in the Register of Members as on **Tuesday, September 17, 2024**, being the record date fixed for this purpose.”

#### **3. RE-APPOINTMENT OF MR. RAVI JANAKIRAMAN (DIN: 00042953) WHO RETIRES BY ROTATION AS A DIRECTOR:**

To consider and, if deemed fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ravi Janakiraman (DIN: 00042953) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

#### **4. RE-APPOINTMENT OF MR. CHAKKOLATH RAMACHANDRAN (DIN: 00050893) WHO RETIRES BY ROTATION AS A DIRECTOR:**

To consider and, if deemed fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), Mr. Chakkolath Ramachandran (DIN: 00050893) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

**SPECIAL BUSINESS:**

**5. APPOINTMENT OF MR. RAMU KANNAN IAS., (DIN: 08562787), AS CHAIRMAN AND NON-EXECUTIVE DIRECTOR:**

To consider and, if deemed fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 152, 161, and other applicable provisions of the Companies Act, 2013 (the “Act”) and rules framed thereunder, Regulation 17(1C) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and/or any other applicable laws (including any statutory amendment(s), modification(s), or re-enactment(s) thereof, for the time being in force), and the provisions of the Articles of Association of the Company, Mr. Ramu Kannan IAS (DIN: 08562787) was appointed as Chairman and Non-Executive Additional Director of the Company with effect from July 29, 2024, as recommended by the Nomination and Remuneration Committee, and who holds office up to the date of this 33<sup>rd</sup> Annual General Meeting, be and is hereby appointed as Chairman and Non-Executive Director of the Company not liable to retire by rotation in terms of the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable, or expedient to give effect to this resolution.

**By order of the Board of Directors  
For Elnet Technologies Limited  
Sd/-  
Ritesh Shivkumar Mishra  
Company Secretary & Compliance Officer  
M. No. A63025**

**Place:** Chennai  
**Date:** 29/07/2024

**Registered Office:**

Elnet Software City, TS 140,  
Block No.2 & 9, Rajiv Gandhi Salai, Taramani, Chennai - 600113  
Phone: +91-44-2254 1793, Fax: +91-44-2254 1955  
e-mail: [elnetcity@gmail.com](mailto:elnetcity@gmail.com) Website: [www.elnettechnologies.com](http://www.elnettechnologies.com)  
CIN: L72300TN1990PLC019459

## **IMPORTANT NOTES:**

1. The details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Item Nos. 3, 4 & 5 of the above notice is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 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 33<sup>rd</sup> Annual General Meeting held on Wednesday, the 25<sup>th</sup> day of September 2024 at 11:00 A.M. of Company.
3. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the 33<sup>rd</sup> AGM. For this purpose, the Company has entered an arrangement with Central Depository Services (India) Limited (CDSL), as the authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.
4. In terms of the MCA Circulars, physical attendance of members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 33<sup>rd</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting through Board Resolution/ Power of Attorney/ Authority Letter, etc., for participation in the 33<sup>rd</sup> AGM through VC/ OAVM facility and e-Voting during the 33<sup>rd</sup> AGM and since the 33<sup>rd</sup> AGM is being held through VC/ OAVM facility, the Route Map is not annexed in this Notice.
5. Members desiring to exercise their vote are requested to carefully follow the instructions in the notes under section “The Instruction for the members for remote e-voting” appended with this Notice and cast their votes not later than 5:00 P.M. (IST) on Tuesday September 24, 2024, failing which it will be strictly considered that no vote has been received from the members.
6. **The Register of Members will remain closed from Wednesday, September 18, 2024, to Wednesday, September 25, 2024 (both days inclusive) and Tuesday, September 17, 2024, shall be the cut-off date (i.e., record date) as on which the right of voting of the Members shall be reckoned and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only.**



7. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in dematerialized form and with the Company in case the shares are held by them in physical form.
8. Pursuant to Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the company would be transferring the seven years unpaid/unclaimed dividend with respect to the dividend declared in the **Financial Year 2016-17** within 30 days from the **cut-off date i.e., Thursday, 08<sup>th</sup> August 2024**. As per the provisions, the 3 (Three) months prior intimation to the eligible shareholders via newspapers advertisement has given and the same has been updated on the website of the Company [www.elnettechnologies.com](http://www.elnettechnologies.com).

As on March 31, 2024, following number of dividends remained unclaimed:

Financial Year for which dividend declared	Date of Declaration of Dividend	7 Years from the date of transfer to Unpaid Dividend Account	Unpaid/ Unclaimed Dividend Amount As on 31.03.2024 (In Rs.)
2016-17	06.07.2017	08.08.2024	2,70,572.60
2017-18	09.08.2018	07.09.2025	2,29,346.00
2018-19	09.08.2019	11.09.2026	2,12,157.00
2019-20	28.09.2020	30.10.2027	1,62,944.20
2020-21	28.07.2021	30.08.2028	1,99,197.66
2021-22	07.09.2022	10.10.2029	2,63,740.00
2022-23	09.09.2023	11.10.2030	2,37,133.00
<b>Total</b>			<b>15,75,090.46</b>

#### 9. **TDS ON DIVIDEND:**

According to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, PAN, and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents by **Friday, September, 20, 2024 (up to 5:00 pm) (i.e., at least 5 days before AGM)** enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption. For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

<b>Members having valid PAN</b>	10% or as notified by the Government of India
<b>Members not having PAN / valid PAN</b>	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2023-24 does not exceed Rs. 5,000/- and in cases where members provide Form 15G/Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member if they are more beneficial to them.

**FOR THIS PURPOSE, I.E., TO AVAIL THE BENEFITS UNDER THE DTAA, NON-RESIDENT SHAREHOLDERS WILL HAVE TO PROVIDE THE FOLLOWING:**

- i) Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member.
- ii) Copy of Tax Residency Certificate (TRC) for the FY 2023-24 obtained from the revenue authorities of the country of tax residence, duly attested by member.
- iii) Self-declaration in Form 10F.
- iv) Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty.
- v) Self-declaration of beneficial ownership by the non-resident shareholder.
- vi) Lower withholding Tax certificate, if any, obtained from the Indian Tax Authorities.
- vii) Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

10. Members holding shares in physical form and desirous of making/updating Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar & Transfer Agents, Cameo Corporate Services Ltd. These forms are also available on the Company's website [www.elnettechnologies.com](http://www.elnettechnologies.com) under Investor Relations section. Members holding shares in dematerialised form should make/update their nomination with their Depository Participants.

11. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
12. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
13. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

**14. INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- I. **The voting period begins on Friday, September 20, 2024, at 9.00 A.M. and ends on Tuesday, September 24, 2024, at 5.00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e., record date) of Tuesday, September 17, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- III. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the DEMAT account holders, by way of a single login credential, through their DEMAT accounts/ websites of Depositories/Depository Participants. DEMAT account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**STEP 1: ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE:**

IV. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in DEMAT mode are allowed to vote through their DEMAT account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
<p><b>Individual Shareholders holding securities in Demat mode with CDSL Depository</b></p>	<ul style="list-style-type: none"> <li>i) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>ii) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is 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.</li> <li>iii) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>iv) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, 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.</li> </ul>
<p><b>Individual Shareholders holding securities in</b></p>	<ul style="list-style-type: none"> <li>i) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by</li> </ul>

<p><b>demat mode with NSDL Depository</b></p>	<p>typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>ii) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</b></p>	<p>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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**IMPORTANT NOTE:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATED TO LOGIN THROUGH DEPOSITORY I.E. CDSL AND NSDL:**

LOGIN TYPE	HELPDESK DETAILS
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 18001020990 and 1800224430

**STEP 2: ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE:**

- V. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form:
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) Now enter your User ID:
    - a. For CDSL: 16 digits beneficiary ID
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user, follow the steps given below:

**FOR PHYSICAL SHAREHOLDERS AND OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT:**

<b>PAN</b>	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company or Registrar and Share Transfer Agent</li> </ul> <p><b>Contact:</b> 044-40020728, <b>Email Id:</b> <a href="mailto:kandhimathi@cameoindia.com">kandhimathi@cameoindia.com</a></p>
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<b>DIVIDEND BANK DETAILS OR DATE OF BIRTH (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction.</li> </ul>
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- VI. After entering these details appropriately, click on "SUBMIT" tab.
- VII. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VIII. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- IX. Click on the EVSN for the relevant <ELNET TECHNOLOGIES LIMITED> on which you choose to vote.
- X. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XI. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XII. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XIII. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XIV. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XV. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- XVI. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- XVII. **ADDITIONAL FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS – FOR REMOTE VOTING ONLY:**
  - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; elnetcity@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**15. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to [kandhimathi@cameoindia.com](mailto:kandhimathi@cameoindia.com) (RTA)
- ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**16. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and 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 system available during the AGM.
- iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/ OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.



#### **17. NOTE FOR NON-INDIVIDUAL SHAREHOLDERS AND CUSTODIANS:**

- i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- iii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iv) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- v) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vi) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **6 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [elnetcity@gmail.com](mailto:elnetcity@gmail.com) (company); [kandhimathi@cameoindia.com](mailto:kandhimathi@cameoindia.com) (RTA).
- vii) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **6 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [elnetcity@gmail.com](mailto:elnetcity@gmail.com) (company); [kandhimathi@cameoindia.com](mailto:kandhimathi@cameoindia.com) (RTA). These queries will be replied to by the company suitably by [elnetcity@gmail.com](mailto:elnetcity@gmail.com) (Company's Email).
- viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

#### **18. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:**

- i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and 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 system available during the AGM.
- iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.
- iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- v) In case you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800225533.

**Important Note:** All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai -400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800225533

19. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (i.e., Record Date) of **Tuesday, September 17, 2024.**
20. Dividend on equity shares, if declared at the Meeting, will be credited/dispatched within the timeline specified in the respective rules to those members whose name appears in the Company Register of Members as on cut-off date (i.e., Record Date) **Tuesday, September 17, 2024.**
21. The Board of Directors has appointed M/s. BP & Associates, Practicing Company Secretaries, New No. 443 & 445, 5<sup>th</sup> Floor, Annexe 1, Guna Complex, Anna Salai, Teynampet, Chennai-600018 as the Scrutinizer (entity id: 83104) for conducting the e-voting process in a fair and transparent manner.
22. The Statutory Registers and documents in accordance with the Companies Act, 2013 will be available for inspection in electronic mode.
23. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.
24. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.elnettechnologies.com](http://www.elnettechnologies.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed i.e., [www.bseindia.com](http://www.bseindia.com).

**By order of the Board of Directors  
For Elnet Technologies Limited  
Sd/-  
Ritesh Shivkumar Mishra  
Company Secretary & Compliance Officer  
M. No. A63025**

**Place:** Chennai

**Date:** July 29, 2024

**Registered Office:**

Elnet Software City, TS 140,

Block No.2 & 9, Rajiv Gandhi Salai, Taramani, Chennai - 600113

Phone: +91-44-2254 1793, Fax: +91-44-2254 1955

e-mail: [elnetcity@gmail.com](mailto:elnetcity@gmail.com) Website: [www.elnettechnologies.com](http://www.elnettechnologies.com)

CIN: L72300TN1990PLC019459

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 05:**

Pursuant to a letter from the Electronics Corporation of Tamil Nadu Limited (ELCOT) dated July 19, 2024, received by the Company on July 23, 2024, and the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and in accordance with the Articles of Association of the Company, has approved the appointment of Mr. Ramu Kannan, IAS (DIN: 08562787) as Chairman and Additional Non-Executive Director of the Company, effective from July 29, 2024. This appointment is subject to the approval of the members through an at the ensuing Annual General Meeting by way of passing of **ORDINARY RESOLUTION:**

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the members for appointment of a person on the Board of Directors is required to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

In view of the same, the requisite approval from Members for appointment of Mr. Ramu Kannan, IAS (DIN: 08562787), is being sought within the statutory timelines of three months in the ensuing 33<sup>rd</sup> Annual General Meeting.

Further, Mr. Ramu Kannan, IAS (DIN: 08562787) is not disqualified from being appointed as a Chairman and Non-Executive Director of the Company in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company.

The Board accordingly recommends the Ordinary Resolution set out at **Item No. 5** of this Notice for approval of the Members.

Members are therefore requested, to grant their approval by way of an Ordinary Resolution for appointment of Mr. Ramu Kannan, IAS (DIN: 08562787) as a Chairman and Non-Executive Director of the Company with effect from July 29, 2024.

Brief Profile of Mr. Ramu Kannan, IAS (DIN: 08562787) seeking appointment through this Notice, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is annexed to the Notice as **Annexure**.

Annexure to the Notice of **33<sup>rd</sup> Annual General Meeting** scheduled to be held on **Wednesday, the 25<sup>th</sup> day of September 2024** at **11:00 A.M.** Indian Standard Time ('IST') through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

**ITEM NO. 3 & 4:**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 33RD ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETING (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI) ARE GIVEN BELOW:**

<b>Name of Director</b>	Mr. Ravi Janakiraman	Mr. Chakkolath Ramachandran IAS (Retd.)
<b>DIN</b>	00042953	00050893
<b>Date of Birth &amp; Age</b>	03.10.1954 & 70 years	15.05.1938 & 86 years
<b>Nationality</b>	Indian	Indian
<b>Qualification</b>	B. Tech - Chemical Engineering	B.Sc. (Hons)., MA
<b>Experience and Expertise in specific functional areas</b>	Mr. Ravi Janakiraman has 35 plus years of experience in International Trading.	Mr. Chakkolath Ramachandran, IAS (Retd.) served for Government in various capacities, served in public sector companies and retired as Principal Secretary, Industries Dept., He is specialised in the area of Corporate Management.
<b>Date of Appointment at current designation/ Date of first appointment on the Board</b>	30.09.2003	08.08.2003
<b>Terms of Appointment / Re- appointment</b>	Liable to retire by rotation and sought reappointment.	Liable to retire by rotation and sought reappointment.
<b>Remuneration sought to be paid</b>	No remuneration except – Sitting Fees	No remuneration except – Sitting Fees
<b>Remuneration last drawn for the FY 2023-24</b>	Rs. 0.56 lacs sitting fees paid for the Meetings attended during the Financial Year 2023-24. Other than sitting fees no remuneration was paid.	Rs. 1.75 lacs sitting fees paid for the Meetings attended during the Financial Year 2023-24. Other than sitting fees no remuneration was paid.
<b>Shareholding in this company</b>	NIL	NIL
<b>Relationship with directors, Manager &amp; KMP</b>	NIL	NIL
<b>No of Board Meetings held and attended during the Financial Year</b>	4/4	4/4
<b>Name(s) of other entities in which holding of directorship</b>	NIL	1. Dewa Properties Limited 2. IG3 Infra Limited 3. The Great Indian Linen and Textile Infrastructure Company Private Limited 4. Grand Luxe Hotels limited
<b>Chairpersonship/Membership committees of other Entities</b> in	<b>Audit Committee:</b> NIL <b>Stakeholder Relationship Committee:</b> NIL	<b>Audit Committee:</b> IG3 Infra Limited: <b>Stakeholder Relationship Committee:</b> NIL

**ITEM NO. 5:**

<b>Name of Director</b>	Mr. Ramu Kannan, IAS	
<b>DIN</b>	08562787	
<b>Date of Birth &amp; Age</b>	02/07/1972 & 52 Years	
<b>Nationality</b>	Indian	
<b>Qualification</b>	Indian Administrative Service	
<b>Experience and Expertise in specific functional areas</b>	Mr. Ramu Kannan, is a prominent Indian Administrative Service officer currently serving as Managing Director at Electronics Corporation of Tamil Nadu Limited. He holds significant positions within the government, overseeing various administrative functions and development initiatives.	
<b>Date of Appointment at current designation/ Date of first appointment on the Board</b>	29.07.2024	
<b>Terms of Appointment / Re- appointment</b>	Appointment as Chairman and Non-Executive Director	
<b>Remuneration sought to be paid</b>	No remuneration except – Sitting Fees	
<b>Remuneration last drawn for the FY 2023-24</b>	Not Applicable (As date of appointment was in current Financial Year i.e., 2024-25)	
<b>Shareholding in this company</b>	NIL	
<b>Relationship with directors, Manager &amp; KMP</b>	NIL	
<b>No of Board Meetings held and attended during the financial year</b>	Not Applicable (As date of appointment was in current Financial Year i.e., 2024-25)	
<b>Name(s) of other entities in which holding of directorship</b>	<ol style="list-style-type: none"> <li>1. Electronics Corporation of Tamilnadu Limited</li> <li>2. Tamilnadu Magnesite Limited</li> <li>3. Tidel Park Limited</li> <li>4. Tidel Park Coimbatore Limited</li> <li>5. Kody Teck Limited</li> <li>6. Ravichandra Systems and Computer Services Limited</li> <li>7. Intwel Technologies Limited</li> <li>8. DCL Software Limited</li> <li>9. Tamilnadu Arasu Cable T.V. Corporation Public Limited</li> <li>10. Tamil Nadu Fibrenet Corporation Limited</li> <li>11. Chennai Smart City Limited</li> </ol>	
<b>Chairpersonship/Membership in committees of other Entities</b>	<p><b>Audit Committee:</b> Tamil Nadu Fibrenet Corporation Limited</p> <p><b>Stakeholder Relationship Committee:</b> NIL</p>	

**By order of the Board of Directors  
For Elnet Technologies Limited  
Sd/-**

**Ritesh Shivkumar Mishra  
Company Secretary & Compliance Officer  
M. No. A63025**

**Place:** Chennai  
**Date:** July 29, 2024

## **BOARD'S REPORT**

**To the Members of Elnet Technologies Limited,**

Dear Members,

Your directors are pleased to present the **33<sup>rd</sup> Annual Report**, along with the Annual Audited Financial Statements of your Company, for the Financial Year ended March 31, 2024.

### **FINANCIAL HIGHLIGHTS:**

The Financial Performance of your company is stated hereunder:

<b>(Rs. In Lakhs)</b>			
<b>Sr. No.</b>	<b>Particulars</b>	<b>2023-24</b>	<b>2022-23</b>
1	Revenue from operations	2,614.97	2,460.83
2	Other income	827.82	610.03
<b>3</b>	<b>Total revenue</b>	<b>3,442.79</b>	<b>3,070.86</b>
4	Expenses	1,089.28	1,202.96
<b>5</b>	<b>Profit before exceptional items and tax</b>	<b>2,353.51</b>	<b>1,867.90</b>
6	Exceptional items	0.00	0.00
<b>7</b>	<b>Profit before tax</b>	<b>2,353.51</b>	<b>1,867.90</b>
8	Tax expense	604.33	498.41
<b>9</b>	<b>Profit for the period</b>	<b>1,749.18</b>	<b>1,369.49</b>
10	Other comprehensive income, net of income tax	2.77	-0.14
<b>11</b>	<b>Total comprehensive income for the period</b>	<b>1,751.95</b>	<b>1,369.35</b>
<b>12</b>	<b>Earnings per share</b>	<b>43.73</b>	<b>34.24</b>

### **PERFORMANCE OF THE COMPANY:**

#### **STATE OF THE COMPANY'S AFFAIRS:**

During the Financial Year 2023-24, there was no significant change in the business model of the company.

#### **DIVIDEND:**

The Board of Directors at their meeting held on Monday, July 29, 2024, is pleased to recommend a final dividend of 17% i.e., Rs. 1.70/- on the Equity Shares of the Company for the Financial Year ended March 31, 2024. The dividend, if approved by the Shareholders will be paid within the statutory period to all those equity shareholders whose names appear on the Register of Members of the Company as on Tuesday, September 17, 2024, being the record date.

Pursuant to the Income-Tax Act, 1961, dividend income is taxable in the hands of the Shareholders and the Company is required to deduct tax at source from such dividend at the prescribed rates. A separate communication providing detailed information and instructions with respect to tax on the Final Dividend for the Financial Year ended March 31, 2024, is being sent to the Shareholders.

#### **SHARE CAPITAL:**

During the Financial Year under review, your Company has not issued any type of shares. Hence there is no change in the share capital of the company.

#### **TRANSFER TO RESERVES:**

The Company retained the entire surplus in the Profit and Loss Account and hence no transfer to the General Reserve was made during the Financial Year.

#### **TRANSFERS TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF):**

Pursuant to Section 124 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, after completion of Seven Consecutive Years from the date of transfer to unpaid dividend account. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed for Seven Consecutive Years or more shall also be transferred to the demat account of IEPF Authority. Transfer of Unpaid/Unclaimed Dividend Amount/Shares pertaining to the dividend declared in the Financial Year ended March 31, 2017, to Investor Education and Protection Fund (IEPF).

The due date for transfer of Unpaid/Unclaimed Dividend Amount and corresponding Shares for the dividend declared during the Financial Year ended March 31, 2017, is August 08, 2024. In compliance with the provision, the Company had sent intimation to the eligible shareholders and had also issued advertisement in the newspaper seeking action from the shareholders who have not claimed their dividends for seven consecutive years or more for the dividend declared during the Financial Year ended March 31, 2017. Accordingly, after the expiry of the due date for claiming the unpaid/ unclaimed dividend, the Company will transfer such unpaid or unclaimed dividends along with the corresponding shares for the Financial Year ended March 31, 2017, to IEPF authority.

Details of shares/shareholders in respect of which dividend has not been claimed, are available on the website of the company [www.elnettechnologies.com](http://www.elnettechnologies.com) (Investors/ Compliances/ Unpaid Dividend Data/year 2024). Members are requested to ensure that they claim the dividends and shares referred to above before they are transferred to the said Fund.

Members/claimants whose shares, and/or unclaimed dividend, have been transferred to the IEPF Demat Account or the Fund, as the case may be, may claim the shares or apply for refund of dividend by making an application to the IEPF Authority in Form IEPF-5 (available on <http://www.iepf.gov.in>) along with requisite fee as decided by the IEPF Authority from time to time. The Member/claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

### **CASH FLOW STATEMENT:**

In compliance with the provisions of Section 134 of the Companies Act, 2013 and Regulation 34(2)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Cash flow statement for the Financial Year ended March 31, 2024, forms part of this Annual Report.

### **NUMBER OF MEETINGS OF THE BOARD & COMMITTEES:**

The Board of Directors met 04 (Four) times during the Financial Year ended March 31, 2024, i.e., May 29, 2023, August 14, 2023, November 08, 2023, and February 07, 2024. The gap between the Board meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Details regarding attendance of directors at the Board Meetings and the particulars of meeting of all Committees held during the Financial Year ended March 31, 2024, are given in the Corporate Governance report forming part of this Annual Report.

### **PASSING OF BOARD RESOLUTION BY CIRCULATION:**

During the Financial Year 2023-24, there were no resolutions passed through circulation.

### **AUDIT COMMITTEE:**

Pursuant to Section 177(8) of the Companies Act 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted an Audit Committee. The particulars of the Composition of the Audit Committee, meetings held during the financial year and other particulars have been detailed in the Corporate Governance Report forming part of this Annual Report.

### **DETAILS OF RECOMMENDATIONS OF AUDIT COMMITTEE WHICH WERE NOT ACCEPTED BY THE BOARD ALONG WITH REASONS:**

The Audit Committee generally makes certain recommendations to the Board of Directors of the Company during their meetings held, to consider any financial results (Unaudited and Audited) and such other matters placed before the Audit Committee as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time. For the Financial Year 2023-24, the Board of directors has considered all the recommendations made by the Audit Committee and has accepted and carried on the recommendations suggested by the Committee to its satisfaction. Hence there are no recommendations unaccepted by the Board of Directors of the Company during the Financial Year under review.

### **CHANGE IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

#### **CHANGE IN DIRECTORS – APPOINTMENT/REAPPOINTMENT, CHANGE IN DESIGNATION AND RESIGNATION:**

During the Financial Year ended March 31, 2024, pursuant to the Articles of Association of the Company and reference to the resolution passed at the Meeting of Board of Directors are detailed below:



#### **APPOINTMENT:**

- a) Mr. Aneesh Sekhar Somasekharannair (DIN: 07887010) was appointed in place of Mr. Arulmariamathan Louis John (DIN: 06637866) as Chairman and Non-Executive Additional Director of the company with effect from May 29, 2023, and he was also regularized in the 32<sup>nd</sup> Annual General Meeting held as on Saturday, September 09, 2023.
- b) Mr. Prabhakaran Nair Praveen (DIN: 07923959) was appointed in place of Mr. Aneesh Sekhar Somasekharannair (DIN: 07887010) as Chairman and Non-Executive Additional Director of the company with effect from May 29, 2024.
- c) Mr. Ramu Kannan IAS (DIN: 08562787) was appointed in place of was appointed in place of Mr. Prabhakaran Nair Praveen (DIN: 07923959) was appointed as Chairman and Non-Executive Additional Director of the Company with effect from July 29, 2024, and who holds office up to the date of forthcoming Annual General Meeting, not liable to retire by rotation in terms of the Articles of Association of the Company.
- d) Mr. Venkatesan Kumaresan (DIN: 10646507) was appointed as Non-Executive Additional Director w.e.f. May 29, 2024, subject to approval of shareholders.

#### **RE-APPOINTMENT:**

- a) Mrs. Unnamalai Thiagarajan was reappointed as Managing Director for a term of five years, with effect from September 30, 2023. The shareholders approved her reappointment at the Annual General Meeting held on Saturday, September 9, 2023.
- b) Mr. Ammoor Periyar Radhakrishnan (DIN: 03642690) was reappointed as an Independent Director, effective March 2, 2024, for a second term. This reappointment was made in accordance with Sections 149, 150, and 152 and other applicable provisions of the Companies Act, 2013, including any statutory modifications or reenactments thereof, the Companies (Appointment and Qualifications of Directors) Rules, 2014, and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. On Tuesday, April 30, 2024, shareholders approved the proposal through postal ballot. The results of the remote electronic voting, which took place from Monday, April 1, 2024, to Tuesday, April 30, 2024, were announced on Thursday, May 2, 2024.

#### **RESIGNATION:**

- a) Mr. Arulmariamathan Louis John (DIN: 06637866) departed from the Board of the Company w.e.f. May 29, 2023. The Board extends its sincere gratitude for his services and support during his tenure as Chairperson and Non-Executive Additional Director.
- b) Mr. Aneesh Sekhar Somasekharannair (DIN: 07887010) departed from the Board of the Company w.e.f. May 24, 2024. The Board extends its sincere gratitude for his services and support during his tenure as Chairperson and Non-Executive Director.
- c) Mr. Prabhakaran Nair Praveen (DIN: 07923959) departed from the Board of the Company w.e.f. July 23, 2024. The Board extends its sincere gratitude for his services and support during his tenure as Chairperson and Non-Executive Additional Director.

- d) Mr. Kirubanandhan (DIN: 08952166) departed from the Board of the Company w.e.f. May 02, 2024. The Board extends its sincere gratitude for his services and support during his tenure as Non-Executive Director.

#### **RETIRE BY ROTATION:**

Pursuant to Section 152(6)(c) of the Companies Act, 2013, Mr. Ravi Janakiraman (DIN: 00042953) and Mr. Chakkolath Ramachandran (DIN: 00050893) retired by rotation at the 32<sup>nd</sup> Annual General Meeting of the Company held on Saturday, September 09, 2023, and being eligible and willing, were re-appointed.

#### **RETIREMENT:**

Mr. Gangadaran Chellakrishna (DIN: 01036398), serving as a Non-Executive Independent Director of the Company, has completed two consecutive terms totaling ten years. In compliance with the provisions of Section 149(10) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, he has retired from the board w.e.f. April 22, 2024.

Mr. Karthik Seshadri Harikrishnan (DIN: 00203319), Mr. Ganapathi Ramachandran (DIN: 00103623), Mr. Govindasamy Senrayaperumal (DIN: 01458026) and Mr. Kadher Mohideen Kasim (DIN: 02959356) serving as a Non-Executive Independent Director of the Company, has completed two consecutive terms totaling ten years. In compliance with the provisions of Section 149(10) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, retired from the board w.e.f. July 29, 2024.

#### **CHANGE IN KEY MANAGERIAL PERSONNEL:**

There were no changes in Key Managerial Personnel in the Company during the Financial Year March 31, 2024.

#### **ANNUAL RETURN:**

Pursuant to the provisions of Section 134(3) (a) of the Companies Act, 2013, the Annual Return as per the provisions of Section 92 (3) of the Companies Act, 2013 can be viewed on the website of the Company [www.elnettechnologies.com](http://www.elnettechnologies.com)

#### **INDEPENDENT DIRECTORS' DECLARATION:**

The Company has received declarations from all the Independent Directors on the board of the Company at the end of Financial Year 2023-24 confirming that they continue to meet with the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 25 & 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made under thereto.

In the opinion of the Board, all the Independent Directors are persons of integrity and are experts in various fields of Finance, Law, Technology, Engineering and Commerce and have more than 20 years of vast experience. All the Independent Directors of the Company have complied with the provision of Section 150 of the Companies Act, 2013.

Hence in the opinion of the Board all the Independent Directors of the Company fulfill the conditions specified in the Listing Regulations and are independent of the management.

### **CORPORATE GOVERNANCE REPORT:**

Pursuant to Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule-V thereof, the report on Corporate Governance and the certificate of Practicing Company Secretaries regarding compliance with the conditions of Corporate Governance has been furnished in the Annual Report as **ANNEXURE-VI** and forms part of the Annual Report.

### **MANAGEMENT DISCUSSION & ANALYSIS:**

Pursuant to Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule-V thereof, the Management Discussion and Analysis report has been annexed to the Boards Report as **ANNEXURE-IV** and forms part of the Annual Report.

### **COMPLIANCE WITH CODE OF CONDUCT:**

A code of conduct has been adopted by the company, the Board of Directors and the Senior Management personnel. The said Code of Conduct can be accessed on the website of the company, i.e., [www.elnettechnologies.com](http://www.elnettechnologies.com). As of March 31, 2024, every member of the Board and every member of senior management has confirmed that they are in conformity with the Code.

As required under Regulation 34(3) and Schedule V (D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a declaration from Mrs. Unnamalai Thiagarajan, Managing Director to this effect is annexed to the report on Corporate Governance which forms part of this Annual Report.

### **LISTING OF SHARES:**

The equity shares of the Company are listed on the Stock Exchange viz., BSE Limited (BSE). The Company has paid the applicable annual listing fees to the Stock Exchanges within the stipulated time.

### **DEMATERIALIZATION OF EQUITY SHARES:**

As on March 31, 2024, 38,98,373 numbers of equity shares are held in dematerialized form, which constitutes 97.46% of total shareholding. The Company urges its shareholders to dematerialize the remaining physical shares also at the earliest.

### **ACCEPTANCE OF DEPOSITS:**

During the Financial Year under review, your Company neither accepted any deposits nor there were any amounts outstanding at the beginning or end of the Financial Year which were classified as 'Deposits' in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 and hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable.

### **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Sections 134(3) (c) and 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the Financial Year ended March 31, 2024, the Board of Directors hereby confirms that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures wherever applicable.
- b) The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of your Company as of March 31, 2024, and of the profit of your Company for the year ended on that date.
- c) The Directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the annual accounts on a 'Going Concern' basis.
- e) The Directors have laid down internal financial controls to be followed by your Company and that such internal financial controls are adequate and are operating effectively and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

In compliance with the requirements of Section 135 and Schedule VII of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, the Board of Directors have framed a policy on CSR as recommended by the CSR committee duly constituted and the said policy is available on the Company's website [www.elnettechnologies.com](http://www.elnettechnologies.com). The composition and terms of reference of the CSR Committee are detailed in the Corporate Governance Report forming part of this Annual Report.

The disclosure on Corporate Social Responsibility initiatives during the Financial Year has been provided in **ANNEXURE-III**, which forms part of this Annual Report.

#### **STATUTORY AUDITORS:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, M/s. Selvam & Suku, Chartered Accountants, Chennai, were appointed as Statutory Auditors of your Company in the 31<sup>st</sup> Annual General Meeting of the Company for a term of 5 years till the conclusion of 36<sup>th</sup> Annual General Meeting.

The Annual Accounts of the Company including its Balance Sheet, Statement of Profit and Loss and Cash Flow Statement including the Notes and Schedules to the Accounts have been audited by M/s. Selvam & Suku, Chartered Accountants, Chennai.

The Independent Auditors Report given by the Auditors on the financial statements of the Company forms part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report which requires any explanation/ comments by the Board.

#### **SECRETARIAL AUDITOR:**

Pursuant to the Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board of Directors had appointed M/s. BP & Associates, Practising Company Secretaries, Chennai as the Secretarial Auditors of the Company for conducting the Secretarial Audit for the Financial Year 2023-24.

Remarks from Secretarial Auditor	Board Comments
The Companies failure to update few policies in line with prevailing regulations, circulars and guidelines.	Board will update the policies in upcoming Board Meeting.
During the year, the company has not obtained shareholders' approval for reappointment of Mr. Ammoor Periyann Radhakrishnan (DIN: 03642690) as an Independent Director of the Company before the expiring of first term on March 01, 2024. However, the Company has subsequently obtained the shareholders approval after expiring of his term on April 30, 2024, by a Postal Ballot for the second term of 05 (Five) consecutive years (i.e., w.e.f. 02 <sup>nd</sup> March 2024 to 01 <sup>st</sup> March 2029	The observation/comments made by the Auditors in their report are self-explanatory. The Board believes that no further clarification is required on the same.

Apart from the above-mentioned remarks, the Secretarial Audit Report for the Financial Year 2023-24 does not contain any other remarks, adverse qualifications, reservations, or disclaimers that require further explanation or comments from the Board. The Secretarial Audit Report is included in this Annual Report and is annexed as **ANNEXURE-V.**

#### **INTERNAL AUDITOR:**

Pursuant to Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 and all other applicable provisions (including any amendment thereto) if any of the Companies Act, 2013, M/s. Ajay Kumar and Associates, Chartered Accountants, Chennai were appointed as the Internal Auditors of the Company for the Financial Year 2023-24.

The audit conducted by the Internal Auditors is based on an internal audit plan, which is reviewed each quarter in consultation with the Audit Committee. These audits are based on risk-based methodology and inter alia involve the review of internal controls and governance processes, adherence to management policies and review of statutory compliances. The Internal Auditors share their findings on an ongoing basis during the financial year for corrective action. The Audit Committee oversees the work of Internal Auditors.

#### **COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS:**

During the Financial Year 2023-24, your Company has complied with applicable Secretarial Standards, namely SS-1 & SS-2 issued by the Institute of Company Secretaries of India.

#### **PARTICULARS OF EMPLOYEES:**

The information as required under the provisions of Section 197(12) of the Companies Act, 2013 and read with Rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are set out in **ANNEXURE - I** attached herewith which forms part of this report.

The statement containing such particulars of employees as required in terms of the provisions of Section 197(12) of the Act read with rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of the Annual Report.

**CONSERVATION OF ENERGY/TECHNOLOGY ABSORPTION/FOREIGN EXCHANGE EARNINGS AND OUTGO:**

**A. CONSERVATION OF ENERGY:**

<b>Steps taken or impact on conservation of energy</b>	The operations of the Company are not energy intensive. However, wherever possible, the Company strives to curtail the consumption of energy on a continuing basis.
<b>Steps taken by the company for utilizing alternate sources of energy</b>	
<b>Capital investment on energy conservation equipment's</b>	

**B. TECHNOLOGY ABSORPTION:**

<b>Efforts made towards technology absorption</b>	Not Applicable
<b>Benefits derived like product improvement, cost reduction, product development or import substitution</b>	
<b>Expenditure on Research &amp; Development if any</b>	
<b>Details of technology imported if any</b>	
<b>Year of import</b>	
<b>Whether imported technology fully Absorbed</b>	
<b>Areas where absorption of imported technology has not taken place, if any</b>	

**C. FOREIGN EXCHANGE EARNING AND OUTGO:**

<b>Particulars</b>	<b>Amount (In Lakhs)</b>
Total Foreign exchange earned	NIL
Total Foreign exchange outgo	NIL

**ANNUAL BOARD EVALUATION AND FAMILIARIZING PROGRAMME:**

The Board has carried out an annual evaluation of its own performance, the directors and Committees of the Board based on the guidelines formulated by the Nomination & Remuneration Committee under Self-evaluation method. Board composition, quality and timely flow of information, frequency of meetings, and level of participation in discussions were some of the parameters considered during the evaluation process. A note on the familiarizing programme adopted by the Company for the orientation and training of the Directors and the Board evaluation process undertaken in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Corporate Governance Report which forms part of this Report. Further, the Independent Directors of the Company met once during the Financial Year on February 07, 2024, to review the performance of the Non-Executive Directors, Chairman of the Company and performance of the Board as a whole. Details regarding the familiarization programme are also available on the website of the Company.

**AS PER THE SEBI CIRCULAR SEBI/HO/CFD/CMD/CIR/P/2018/79 DATED 10<sup>TH</sup> MAY 2018, THE FOLLOWINGS DETAILS ARE BEING PROVIDED ON BOARD EVALUATION:**

<b>Observations of board evaluation carried out for the Financial Year.</b>	There were no observations arising out of board evaluation during the year as the evaluation indicates that the Board has functioned effectively within its powers as enumerated under the Companies Act, 2013 and in consonance with the Articles of Association of the Company.
<b>Previous year's observations and action taken.</b>	There were no observations during the previous year warranting any action.
<b>Proposed actions based on current Financial Year observations.</b>	As there were no observations, the action to be taken does not arise.

**NOMINATION AND REMUNERATION POLICY:**

The Company believes that a diverse and inclusive culture is integral to its success. A diverse Board, among others, will enhance the quality of decisions by utilizing different skills, qualifications, professional experience, and knowledge of the Board members necessary for achieving sustainable and balanced development. Accordingly, the Board, based on the recommendation of the Nomination and Remuneration Committee has formulated a policy on Director's appointment, remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy covers the appointment, including criteria for determining qualification, positive attributes, independence and remuneration of its Directors, Key Managerial Personnel and Senior Management Personnel. The key highlights of the policy forms part of this Report. The Nomination and Remuneration Policy may be accessed on the Company's website at <https://www.elnettechnologies.com/Document/Nomination-And-Remuneration-Policy.pdf>

**AFFIRMATION THAT THE REMUNERATION IS AS PER THE REMUNERATION POLICY OF THE COMPANY:**

The Company has formulated the Nomination and Remuneration Policy in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy governs the criteria for deciding the remuneration for Directors and Key Managerial Personnel. It is affirmed that the remuneration to Directors and Key Managerial Personnel is being fixed based on the criteria and parameters mentioned in the above-mentioned policy of the Company.

**BOARD DIVERSITY:**

The Company recognizes and values the importance of a diverse board as part of its corporate governance and success. The Company believes that a truly diverse Board will leverage differences in ideas, knowledge, thought, perspective, experience, skill sets, age, ethnicity, religion, and gender, which will go a long way in retaining its competitive advantage.

**ESTABLISHMENT OF VIGIL MECHANISM/ WHISTLE BLOWER POLICY:**

Pursuant to Section 177(9) of the Companies Act 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated a whistle blower mechanism for directors and employees to report concerns about unethical behavior, actual or suspected frauds or violation

of the Company's code of conduct and ethics. The Audit Committee oversees the functioning of Whistle Blower Policy. The Whistle Blower Policy covering all the employees and directors is available in the Company's website at <https://www.elnettechnologies.com/Document/Vigil-Mechanism-Policy-and-Whistle-Blower-Policy.pdf>

#### **PARTICULARS OF LOANS, INVESTMENT OR GUARANTEES:**

The Company has not given any loans or guarantees covered under the provision of Section 186 of the Companies Act, 2013. The details of the investments made by the Company are given in the notes for the financial statements which form part of this Annual Report.

#### **RISK MANAGEMENT POLICY:**

Pursuant to section 134(3)(n) of the Companies Act, 2013 the Company has framed Risk Management Policy which lays down the framework to define, assess, monitor, and mitigate the business, operational, financial, and other risks associated with the business of the Company. The Company has been addressing risks impacting the Company in the Management Discussion and Analysis Report which forms part of this Annual Report.

During the Financial Year the Company has not identified any element of risk which may threaten the existence of the Company.

#### **DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has Internal Complaints Committees as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company firmly provides a safe, supportive, and friendly workplace environment - a workplace where our values come to life through the underlying behaviors. A positive workplace environment and a great employee experience are integral parts of our culture.

During the year under review, there were no cases filed pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013.

#### **MATERIAL CHANGES AND COMMITMENTS:**

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this Report.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

During the financial year, the Company has not entered into any new contracts / arrangements with related parties which qualify as material in accordance with the Policy of the Company on materiality of related party transactions.

There are no materially significant related party transactions that may have potential conflict with the interest of the company at large.



The details of the **Related Party Transactions** as per Indian Accounting Standards (Ind AS) – 24 are set out in **Note No. 37** to the Financial Statements of the Company.

**Form AOC-2** pursuant to Section 134 (2) (h) of the Companies Act, 2013 read with Rule 8 (2) of the Companies (Accounts) Rules, 2014 is set out the **ANNEXURE - II** to the report.

The policy on Related Party Transactions as approved and can be accessed at website of the company [www.elnettechnologies.com/Document/Related%20Party%20Transaction%20policy.pdf](http://www.elnettechnologies.com/Document/Related%20Party%20Transaction%20policy.pdf) adopted by Board.

#### **REPORT AS PER SECTION 134 READ WITH RULE 8 AND SUB RULE 5 OF THE COMPANIES ACCOUNTS RULES, 2014:**

Change in nature of business, if any: NIL

Name of Companies which have become or ceased to be its subsidiaries, Joint Ventures, or associate companies during the year: N.A.

#### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

There have been no significant and material orders passed by the courts or regulators or tribunals impacting the going concern status and Company's operations.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has an adequate internal control system which commensurate with the size, scale, and complexity of its operations. The Internal Auditor monitors and evaluates the efficacy and adequacy of the internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. A report of Auditors pursuant to Section 143(3) (i) of the Companies Act, 2013 certifying the adequacy of Internal Financial Controls is annexed with the Auditors report.

#### **COST AUDIT:**

The provisions related to cost audits are not applicable to the Company.

#### **DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS:**

The auditors of the Company have confirmed that during the course of their audit, no material fraud, either by the Company or on the Company by its officers or employees, was noticed or reported. This is stated in the Independent Auditors' Report, which forms part of this Annual Report. Hence, there is nothing to report to the Audit Committee or Board of Directors.

**PERSONNEL:**

Employee relations have been very cordial during the Financial Year ended March 31, 2024. The Board wishes to place on record its appreciation to all the employees in the Company for their sustained efforts and immense contribution to the high level of performance and growth of the business during the Financial Year. The Management team of the Company comprises of experienced passionate driven professionals committed to organizational goals.

**ACKNOWLEDGEMENT:**

Your directors gratefully acknowledge the continued support and Co-Operation of Government of Tamil Nadu, Electronics Corporation of Tamil Nadu Ltd., (ELCOT).

The Directors also thank the Bankers, Axis Bank - Thiruvannamiyur Branch, State Bank of India - Industrial Finance Branch, Chennai, Canara Bank - Tidel Park Branch, Axis Bank - Chennai Main Branch, Mylapore and the Company's customers, dealers, vendors and sub-contractors for their valuable support and assistance extended during the Financial Year.

The Directors wish to place on record their appreciation of the good work done by all the employees of the Company during the year under review.

**For and on behalf of the Board of Directors,  
of Elnet Technologies Limited**

**Sd/-**

**Ramu Kannan  
Chairman Director  
DIN: 08562787**

**Sd/-**

**Unnamalai Thiagarajan  
Managing Director  
DIN: 00203154**

**Place:** Chennai

**Date:** July 29, 2024

## **PARTICULARS OF EMPLOYEES**

Disclosure with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is as follows:

**a. THE RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN REMUNERATION OF THE EMPLOYEES OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24:**

Name of Directors	Designation	Ratio to Median Remuneration
Mrs. Unnamalai Thiagarajan	Managing Director	4.41

None of the other Directors received any remuneration from the Company during the Financial Year 2023-24.

**b. PERCENTAGE INCREASE IN REMUNERATION OF EACH DIRECTOR, CHIEF FINANCIAL OFFICER, CHIEF EXECUTIVE OFFICER, COMPANY SECRETARY OR MANAGER, IF ANY, IN THE FINANCIAL YEAR 2023-24:**

Name	Designation	% increase in remuneration in F.Y. 2023-24
Mrs. Unnamalai Thiagarajan	Managing Director	NIL
Mrs. Duraisamy Indumathi	Chief Financial Officer	NIL
Mr. Ritesh Shivkumar Mishra	Company Secretary	NIL

**c. PERCENTAGE INCREASE IN THE MEDIAN REMUNERATION OF EMPLOYEES IN THE FINANCIAL YEAR 2023-24: 5.39%**

**d. THE NUMBER OF PERMANENT EMPLOYEES ON THE ROLLS OF THE COMPANY: 9 (excluding MD)**

**e. AVERAGE PERCENTILES 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 ANY EXCEPTIONAL CIRCUMSTANCES FOR INCREASE IN THE MANAGERIAL REMUNERATION:**

The average increase in salaries of employees other than managerial personnel in 2023-24 was 6.80%. The percentage increase in managerial remuneration excluding Managing Director for the year was 3.01 % and there was no increase in remuneration of the Managing Director. The increase in remuneration is in line with the market trends.

The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

**f. THE KEY PARAMETERS FOR ANY VARIABLE COMPONENT OF REMUNERATION AVAILED BY THE DIRECTORS:**

The variable component of remuneration availed by Executive directors is based on the percentage of net profits as per Section 198 of the Companies Act, 2013 as approved by the Shareholders.

**g. AFFIRMATION THAT THE REMUNERATION IS AS PER THE REMUNERATION POLICY OF THE COMPANY:**

The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

**For and on behalf of the Board of Directors,  
of Elnet Technologies Limited**

**Sd/-  
Ramu Kannan  
Chairman Director  
DIN: 08562787**

**Sd/-  
Unnamalai Thiagarajan  
Managing Director  
DIN: 00203154**

**Sd/-  
Ganapathi Ramachandaran  
Chairman: NR Committee  
DIN: 00103623**

**Place:** Chennai  
**Date:** July 29, 2024

**FORM NO. AOC.2**

Form for disclosure of particulars of contracts/arrangements entered by the company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain Arm's Length Transactions under third proviso thereto.

**(PURSUANT TO CLAUSE (H) OF SUB-SECTION (3) OF SECTION 134 OF THE ACT AND RULE 8(2) OF THE COMPANIES (ACCOUNTS) RULES, 2014)**

**1. Details of contracts or arrangements or transactions not on an Arm's Length basis: NIL**

**2. Details of material contracts or arrangements or transactions on an Arm's Length Basis:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Name (s) of the related party	Electronic Corporation of Tamil Nadu Ltd (ELCOT)
2.	Nature of Relationship	Joint Venture company holding 26% of Equity capital in the company
3.	Nature of contracts/ arrangements/ transactions	Leasing of land (Lease taken)
4.	Duration of the contracts/ arrangements/transactions	90 Years
5.	Salient terms of the contracts or arrangements or transactions including the value, if any	Leasing of land for 90 Years with effect from 14.01.99
6.	Amount paid as advances if any	Rs. 11,03,25,257/-

**For and on behalf of the Board of Directors,  
of Elnet Technologies Limited**

**Sd/-**  
**Ramu Kannan**  
**Chairman Director**  
**DIN: 08562787**

**Sd/-**  
**Unnamalai Thiagarajan**  
**Managing Director**  
**DIN: 00203154**

**Place:** Chennai  
**Date:** July 29, 2024

## ANNUAL REPORT ON CSR ACTIVITIES

### 1. BRIEF OUTLINE OF THE CSR POLICY OF THE COMPANY:

As per the Companies Act, 2013, ELNET TECHNOLOGIES LIMITED has a Corporate Social Responsibility (CSR) policy that mandates the company to spend at least 2% of the average net profits of the immediately preceding three financial years on CSR activities. CSR involves incurring costs that do not provide an immediate financial benefit to the company but instead promote positive social and environmental change. In line with this mandate, the company's CSR policy is designed with consideration of the company's vision, mission, socio-economic environment, and capacities. The policy on CSR can be viewed on the company's website [www.elnettechnologies.com](http://www.elnettechnologies.com)

### 2. COMPOSITION OF CSR COMMITTEE:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the Financial Year	Number of meetings of CSR Committee attended during the Financial Year
1	Mr. Ravi Janakiraman	Chairman (Non-Executive Director)	1	1
2	Mr. Karthik Seshadri Harikrishnan	Member (Non-Executive Independent Director)	1	1
3	Mr. Srivathsa Desikan	Member (Non-Executive Director)	1	1

### 3. WEB-LINK WHERE COMPOSITION OF CSR COMMITTEE, CSR POLICY AND CSR PROJECTS APPROVED BY THE BOARD ARE DISCLOSED ON THE WEBSITE OF THE COMPANY:

Particulars	Web Links
Composition of CSR committee	<a href="https://www.elnettechnologies.com/Document/List%20of%20Directors-June-2023.pdf">https://www.elnettechnologies.com/Document/List%20of%20Directors-June-2023.pdf</a>
CSR Policy	<a href="https://www.elnettechnologies.com/Document/Corporate-Social-Responsibility-Policy.pdf">https://www.elnettechnologies.com/Document/Corporate-Social-Responsibility-Policy.pdf</a>
CSR projects approved by the board	<a href="https://www.elnettechnologies.com/Document/Corporate-Social-Responsibility-Policy.pdf">https://www.elnettechnologies.com/Document/Corporate-Social-Responsibility-Policy.pdf</a>

### 4. DETAILS OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014, IF APPLICABLE (ATTACH THE REPORT): Not Applicable for the Financial Year 2023-24

**5. DETAILS OF THE AMOUNT AVAILABLE FOR SET OFF IN PURSUANCE OF SUB-RULE (3) OF RULE 7 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014 AND AMOUNT REQUIRED FOR SET OFF FOR THE FINANCIAL YEAR, IF ANY:**

Sr. No.	Financial Year	Amount available for set-off from preceding Financial Years (Amount in Lakhs)	Amount required to be Set- off for the Financial Year, if any (Amount in Lakhs.)
1	2023-24	0.09	0.00

6.

- a) **Average Net Profit of the Company as per Section 135(5):** Rs. 1730.71 Lakhs
- b) **Two percent of the average Net Profit of the company as per Sub-Section (5) of Section 135:** Rs. 34.61 Lakhs
- c) **Surplus arising out of the CSR projects or programs or activities of the previous Financial Years:** NIL
- d) **Amount required to be set off for the financial year, if any:** NIL
- e) **Total CSR obligation for the Financial Year (6B+6C-6D):** Rs. 34.61 Lakhs

7.

- a) **Details of CSR amount spent against ongoing projects and other than ongoing project for the Financial Year:** Rs. 34.61/- Lakhs
- b) **Amount spent in Administrative Overheads:** Not Applicable
- c) **Amount spent on Impact Assessment, if applicable:** Not Applicable
- d) **Total amount spent for the Financial Year (8b+8c+8d+8e):** Rs. 34.61 Lakhs
- e) **Excess amount for set off, if any:**

Sr. No.	Particular	Amount (Rs in Lakhs.)
(i)	Two percent of average net profit of the company as per section 135(5)	34.61
(ii)	Total amount spent for the Financial Year	34.61
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	-

8.

**(a) DETAILS OF UNSPENT CSR AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS:**

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (Amount in Lakhs.)	Amount spent in the reporting Financial Year (Amount in Lakhs)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (Amount in Lakhs)
				Name of the Fund	Amount (Amount in Lakhs)	Date of Transfer	
1	2022-23	31.94	31.94	-	-	-	NIL
2	2021-22	-	-	-	-	-	NIL
3	2020-21	-	-	-	-	-	NIL

**(b) DETAILS OF CSR AMOUNT SPENT IN THE FINANCIAL YEAR FOR ONGOING PROJECTS OF THE PRECEDING FINANCIAL YEAR(S):**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. No.	Name of Implementing Agency	Name of the Project	Financial Year in which the project was commenced	Project Duration (Time taken for completion of Project)	Total amount allocated for the project (Amount in Lakhs)	Amount spent on the project in The reporting Financial Year (Amount in Lakhs)	Cumulative amount Spent at the end of reporting Financial Year (Amount in Lakhs)	Status of the project - Completed /Ongoing
1	Action of Rural Improvement	Edu-cation	2023-24	1 Year	10.00	10.00	0.00	Completed
2	The Spastics Society of Tamilnadu	Edu-cation	2023-24	1 Year	10.00	10.00	0.00	Completed
3	Cancer Institute WIA	Health	2023-24	1 Year	11.94	11.94	0.00	Completed

**9. IN THE CASE OF CREATION OR ACQUISITION OF CAPITAL ASSETS, FURNISH THE DETAILS RELATING TO THE ASSET SO CREATED OR ACQUIRED THROUGH CSR SPENT IN THE FINANCIAL YEAR (ASSET-WISE DETAILS):**

- (a) Date of creation or acquisition of the capital asset(s): NIL
- (b) Amount of CSR spent for creation or acquisition of capital asset: NIL
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable

**10. SPECIFY THE REASON(S) IF THE COMPANY HAS FAILED TO SPEND TWO PER CENT OF THE AVERAGE NET PROFIT AS PER SECTION 135(5):** Not Applicable

**For and on behalf of the Board of Directors,  
For Elnet Technologies Limited**

**Sd/-  
Unnamalai Thiagarajan  
Managing Director  
DIN: 00203154**

**Sd/-  
Janakiraman Ravi  
Chairman: CSR Committee  
DIN: 00042953**

**Place:** Chennai  
**Date:** July 29, 2024



## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **INDUSTRY STRUCTURE AND DEVELOPMENTS AND OUTLOOK:**

Your company is engaged in developing and maintaining an integrated software technology park and Business Process Outsourcing Industries. The growth and progress of the company depends directly on the prospects of Software and BPO Industry. In the opinion of the Board, the growth in the Software and BPO Industry is fairly good and the demand for space is expected to remain at the same level.

### **OPPORTUNITIES, THREATS, RISKS AND CONCERNS:**

The consistent growth in the Software and BPO sector and turn around in Software and BPO industry are an opportunity while creation of large-scale commercial space which may create pressure on the rate per sq. ft. as well as occupancy are certain areas of concern.

### **SEGMENTWISE / PRODUCTWISE PERFORMANCE:**

The Company has only one reportable segment in accordance with IND AS 108 as "Operating Segments". Hence, segment wise/product wise performance is not applicable to your company.

### **INTERNAL CONTROL SYSTEM AND ADEQUACY:**

The Company has an adequate internal control system which commensurate with the size, scale and complexity of its operations. The Internal Auditor monitors and evaluates the efficacy and adequacy of the internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. A report of Auditors pursuant to Section 143(3) (i) of the Companies Act, 2013 certifying the adequacy of Internal Financial Controls is annexed with the Auditors report.

Your Company's internal control system is well defined and is commensurate with the size and nature of the business. The operations are subject to a detailed internal audit and the company implements the remedial measures suggested by the internal auditors.

### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT:**

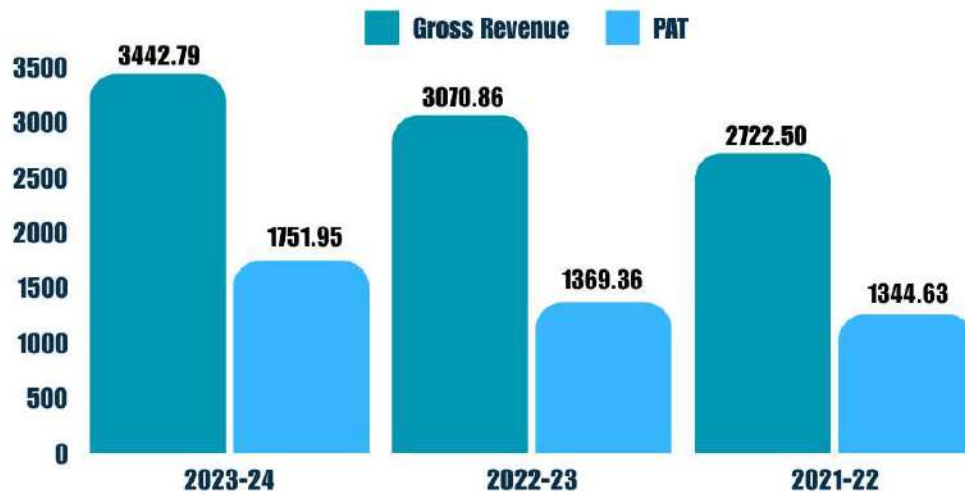
There were no material developments in relation to Human Resources / Industrial Relations in your Company as the Company has minimum employee strength. The Company has on its Roll fourteen employees (excluding Managing Director) and the rest of the operations are carried through outsourcing.

**FINANCIAL PERFORMANCE WITH REFERENCE TO OPERATIONAL PERFORMANCE:**

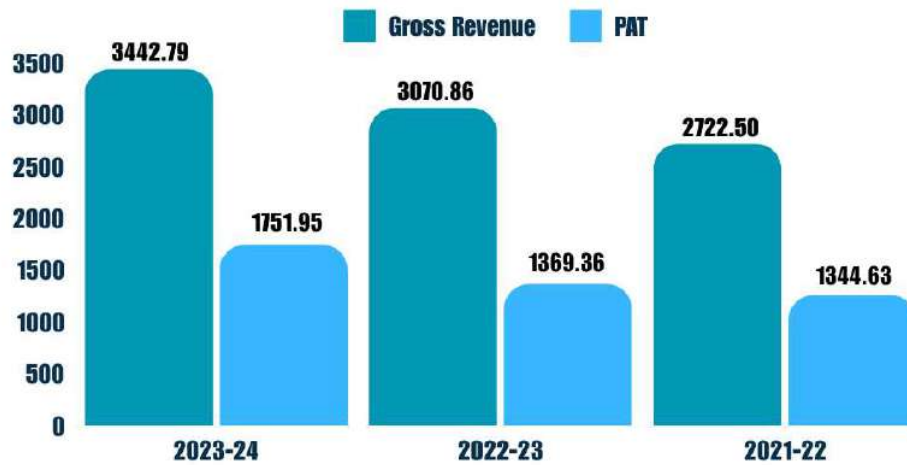
The financial performance with reference to the operation of the company is detailed below. A comparison for the past three years standalone financial highlights is provided herewith.

**TRENDS ON FINANCIAL AND OPERATIONAL PERFORMANCE:**

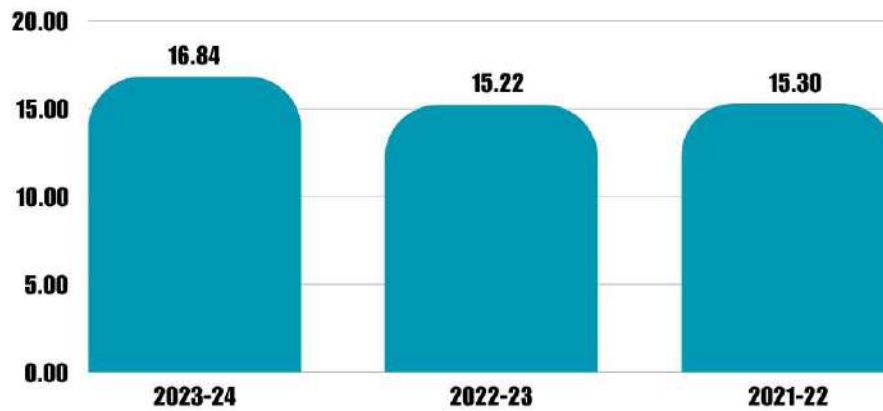
**GROSS REVENUE AND PAT (IN LAKHS)**



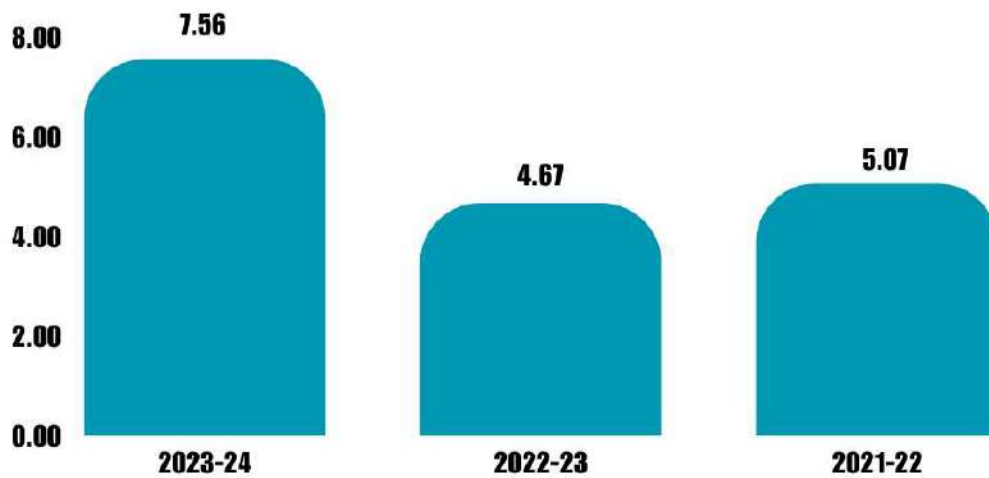
## GROSS REVENUE AND PAT (IN LAKHS)



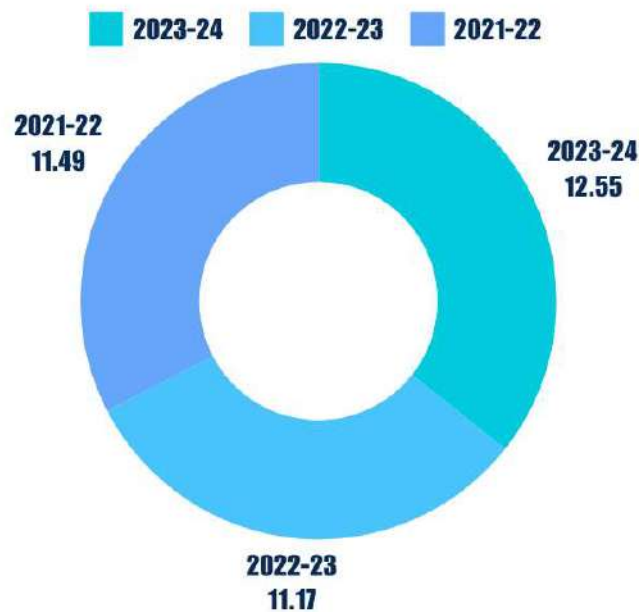
## RETURN ON CAPITAL EMPLOYED



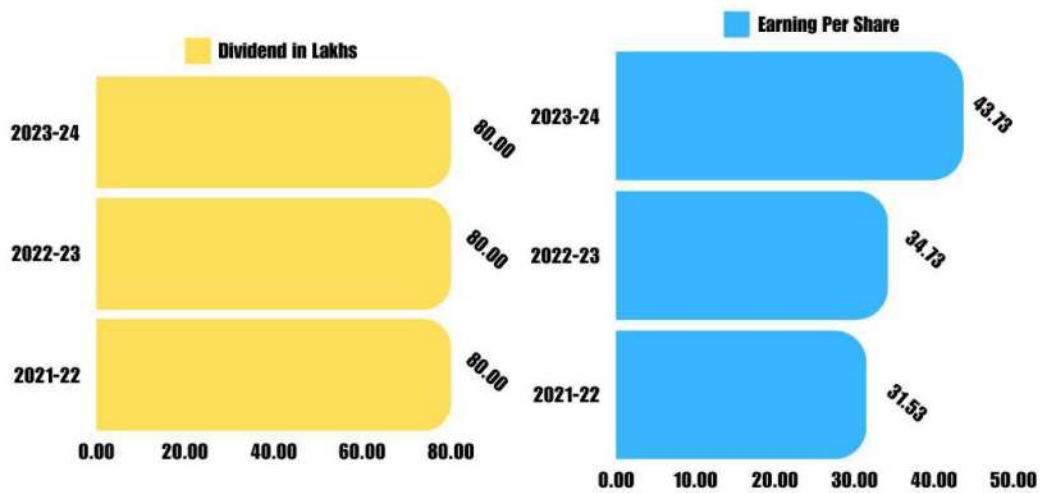
## P/E RATIO



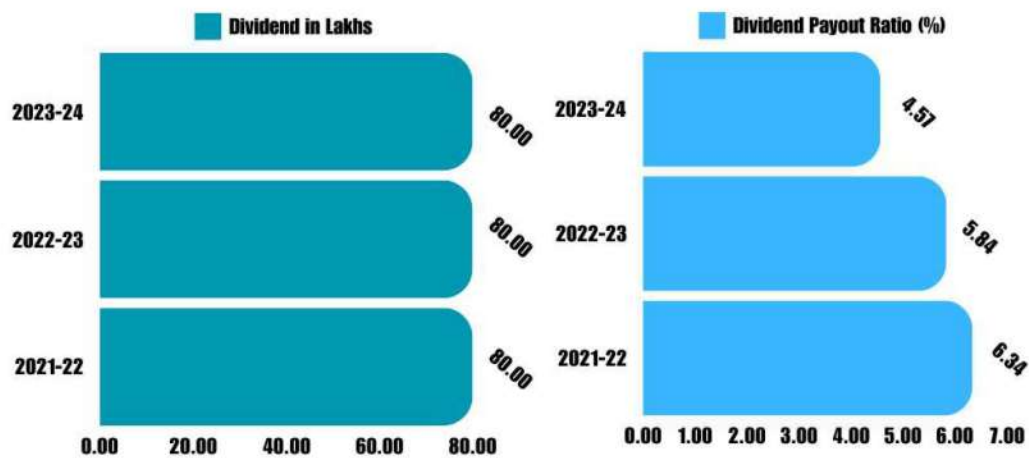
## RETURN ON NETWORTH IN %



## DIVIDEND AND EPS



## DIVIDEND PAYOUT RATIO (IN %)



**DISCLOSURE OF ACCOUNTING TREATMENT:**

Other information as required in this Management Discussion and Analysis Report has been included in the financial statements and forms part of this Annual report.

**DISCLAIMER:**

The above statements are as perceived by the directors based on the current scenario and the input available. Any extraneous developments and force majeure conditions may have an impact on the above perceptions.

**For and on behalf of the Board of Directors,  
For Elnet Technologies Limited**

**Sd/-**

**Ramu Kannan**

**Chairman**

**DIN: 08562787**

**Sd/-**

**Unnamalai Thiagarajan**

**Managing Director**

**DIN: 00203154**

**Sd/-**

**Ganapathi Ramachandran**

**Independent Director**

**DIN: 00103623**

**Place:** Chennai

**Date:** July 29, 2024

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2024**  
*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies*  
*(Appointment and Remuneration Personnel) Rules, 2014]*

To,  
The Members,  
Elnet Technologies Limited,  
TS 140, Block 2 & 9, Taramani,  
Rajiv Gandhi Salai, Chennai-600113, Tamil Nadu.

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

Based on our verification of the Elnet Technologies Limited'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 authorised 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<sup>st</sup> March, 2024 generally 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 made available to us and maintained by Elnet Technologies Limited for the financial year ended on 31<sup>st</sup> March 2024 according to the applicable provisions of:

- a)** The Companies Act, 2013 (the Act) and the rules made thereunder.
- b)** The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under.
- c)** The Depositories Act, 1996 and the Regulations and Byelaws framed there under.
- d)** 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.
- e)** The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - (iii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time.
  - (iv) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period).
  - (v) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - (vi) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- f)** The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- g)** Other laws applicable to the Company as per the representations made by the Management.

With respect to Fiscal laws such as Income Tax and Goods and Service Tax we have reviewed the systems and mechanisms established by the Company for ensuring compliances under various acts and based on the information and explanation provided to us by the management and officers of the company and also on verification of compliance reports taken on record by the Board of Directors of the Company, we report that adequate systems are in place to monitor and ensure compliance of fiscal laws as mentioned above.

We have relied on the representation made by the Company, its Officers and Reports of the Statutory Auditor for relating to maintenance of account as required under rule 3(1) of Companies (Accounts) Rules, 2014, Statutory payments due, systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively, issued by The Institute of Company Secretaries of India have been generally complied with.

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

- i. the Company's failure to update few policies in line with prevailing regulations, circulars, and guidelines.
- ii. During the year, the company has not obtained shareholders' approval for reappointment of Mr. Ammoor Periyar Radhakrishnan (DIN: 03642690) as an Independent Director of the Company before the expiring of first term on March 01, 2024. However, the Company has subsequently obtained the shareholders' approval after expiring of his term on April 30, 2024, by a Postal Ballot for the second term of 05 (Five) consecutive years (i.e., w.e.f. March 02, 2024, to March 01, 2029).

#### **DURING THE PERIOD UNDER REVIEW THERE WERE NO EVENTS THAT REQUIRED SPECIFIC COMPLIANCE OF THE PROVISIONS OF**

- (i) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
- (ii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
- (iii) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998.

#### **WE FURTHER REPORT THAT**

The Board of Directors of the Company is duly constituted with the 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.

Adequate notice has been given to all directors to schedule the board meetings, agenda and detailed notes on the agenda were sent atleast seven days in advance, 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.



We have relied on the representation made by the Company, its Officers and Reports of the Statutory Auditor for relating to maintenance of account as required under rule 3(1) of Companies (Accounts) Rules, 2014, Statutory payments due, systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.

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

We further report that during the audit period, the following significant events have taken place:

**APPOINTMENT/RESIGNATION OF THE DIRECTORS:**

Sr. No	Name of the Director	Designation	Appointment/Resignation	Date of Event
1	Mr. Arulmariathan Louis John (DIN: 06637866)	Chairperson and Non-Executive -Non-Independent, Additional Director	Resignation	29-05-2023
2	Mr. Aneesh Sekhar Somasekharannair (DIN: 07887010)	Chairperson and Non-Executive -Non-Independent, Additional Director.	Appointment	29-05-2023
3	Mr. Aneesh Sekhar Somasekharannair (DIN: 07887010)	Chairperson and Non-Executive-Non-Independent, Director	Regularization	09-09-2023
4	Mrs. Unnamalai Thiagarajan (DIN: 00203154)	Executive –Managing Director	Re-Appointment	30-09-2023
5	Mr. Ammoor Periyar Radhakrishnan (DIN: 03642690)	Non - Executive - Independent Director	Re-Appointment	02-03-2024

**For BP & Associates  
Company Secretaries  
Peer Review No: P2015TN040200**

**Sd/-  
C. Prabhakar  
Partner  
M No: F11722  
C.P. No: 11033  
UDIN: F011722F000476340**

**Date:** 29<sup>th</sup> May 2024  
**Place:** Chennai

**'ANNEXURE A'**

To  
The Members,  
Elnet Technologies Limited,  
TS 140, Block 2 & 9, Taramani,  
Rajiv Gandhi Salai, Chennai-600113,  
Tamil Nadu

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 a test basis to ensure that correct facts are reflected in 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 the financial records and Books of Account of the company.
4. Wherever 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 is the responsibility of the management. Our examination was limited to the verification of procedures on a test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For BP & Associates  
Company Secretaries  
Peer Review No: P2015TN040200**

**Sd/-  
C. Prabhakar  
Partner  
M No: F11722  
CP No: 11033**

**Date:** 29<sup>th</sup> May 2024  
**Place:** Chennai

## **REPORT ON CORPORATE GOVERNANCE**

**PURSUANT TO REGULATION 34 READ WITH SCHEDULE V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, [“LISTING REGULATIONS”] AS AMENDED:**

### **1. COMPANY’S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

The Company believes in ensuring corporate fairness, transparency, professionalism, accountability, and propriety in total functioning of the Company, which are pre-requisites for attaining sustainable growth in this competitive corporate world. Obeying the law, both in letter and in spirit, is the foundation on which the Company’s ethical standards are built. The Company would constantly endeavour to improve on these aspects. The Company’s policies, practices and philosophy adopted since inception are in line with sound Corporate Governance norms. These policies and practices are reviewed periodically to ensure its effective compliance. The composition of Board of Directors is well balanced with a view to manage the affairs of the Company efficiently and professionally.

### **2. BOARD OF DIRECTORS:**

i) The Board of Directors (the Board), which consists of eminent persons with considerable professional expertise and experience, provides leadership and guidance to the management, thereby enhancing stakeholders' value. As on March 31, 2024, the Board of Directors of the Company (“Board”) had an optimum number of Executive, Non-Executive Directors and Non-Executive Independent Directors and is in conformity with the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The day-to-day management of the company is carried by Mrs. Unnamalai Thiagarajan, Managing Director and Woman Director of the company. All independent directors possess the requisite qualifications and are very experienced in their own fields. Pursuant to provisions of Companies Act, 2013 and Articles of Association of the Company all the Directors except the Chairman, Managing Director, and Independent Directors are eligible to retire by rotation. Annual disclosures have been obtained from all the directors regarding their directorship as of March 31, 2024, and the same has been taken on record by the Board.

#### **ii) None of the Directors on the Board:**

- a) holds directorships in more than ten public Companies;
- b) Serves as Director or as independent directors in more than seven listed Companies as required under Regulation 25 (1) of Listing Regulations;
- c) who are the Executive Directors serves as independent directors in more than three listed entities; and
- d) is a member of more than 10 committees or chairman of more than 5 committees across all the Companies in which he/she is a director as required under Regulation 26 (1) of Listing Regulations.

- iii) Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Independent Directors are appointed for a specific term based on the recommendations of the NRC by the Board and the members at their respective meetings. Non-independent Directors are appointed as per the provisions of the Act and Listing Regulations.

a) **BOARD COMPOSITION AND CATEGORY OF DIRECTORS:**

The strength of the Board as on March 31, 2024, was twelve directors, consisting of one Non-Executive Non-Independent Chairman, a Managing Director who is an Executive and woman director, four Non-Independent Directors and six Independent Directors. The composition of the Board is in conformity with the Companies Act, 2013 and Listing Regulations.

The Composition and category of the Board, the number of directorships, membership and chairmanship held by each Director on the Board/ Committees of the Board of other Companies as on March 31, 2024, were as under:

**THE COMPOSITION OF THE BOARD OF DIRECTORS AND CATEGORY OF THEM AS ON MARCH 31, 2024, ARE AS FOLLOWS:**

Sr. No.	Name of Director	DIN	Position	Category	No. of Directorships & Committee Membership in Unlisted Public Companies (Excluding Elnet)			Directorship in other Listed entity		Category of Directorship	
					Board**		Committee***	Chairman	Chairman		
					Director	Chairman					
1#	Mr. Aneesh Sekhar Somasekharanair	07887010	Chairman	NE-NID	10	4	0	0	-	-	
2	Mrs. Unnamalai Thiagarajan	00203154	Managing Director	ED & MD	1	0	0	0	-	-	
3	Mr. Chakkolath Ramachandran, IAS (Retd)	00050893	Director	NE-NID	3	0	1	0	-	-	
4	Mr. Ravi Janakiraman	00042953	Director	NE-NID	0	0	0	0	-	-	
5#	Mr. Kirubanandhan	08952166	Director	NE-NID	1	0	0	0	-	-	
6	Mr. Srivathsa Desikan	08205725	Director	NE-NID	5	0	0	0	-	-	
7#	Mr. Gangadaran Chellakrishna	01036398	Independent Director	NE-ID	1	0	0	0	• Manali Petrochemicals Limited	NED	
8#	Mr. Ganapathi Ramachandran	00103623	Independent Director	NE-ID	4	1	2	0	• Orient Green Power Company Limited • Trigyn Technologies Limited	NE-ID NED	
9#	Mr. Karthik Seshadri Harikrishnan	00203319	Independent Director	NE-ID	0	0	0	0	-	-	
10#	Mr. Govindasamy Senrayaperumal	01458026	Independent Director	NE-ID	0	0	0	0	-	-	
11#	Mr. Kadher Mohideen Kasim, Retd., IPS	02959356	Independent Director	NE-ID	1	0	0	0	-	-	
12	Mr. Ammoor Periyann Radhakrishnan	03642690	Independent Director	NE-ID	3	0	1	1	-	-	

**Non-Executive Non-Independent Director ("NE-NID"), Non-Executive Independent Director ("NE-ID"), Executive Director ("ED") and Women Director ("WD"):**

\*\*Excludes directorship in Foreign Companies, Private Companies, and Section 8 Companies.

\*\*\*Represents memberships of Audit and Stakeholders Relationship Committees in Public Limited Companies & Private Limited Companies which are subsidiaries of Public Limited Companies.

# Details of directors' appointment, re-appointment, resignation, and retirement which took place after the conclusion of the financial year but up to the date of signing of the Annual Report have been provided in detail in the Board Report.

**b) ATTENDANCE OF DIRECTORS AT BOARD MEETINGS AND LAST ANNUAL GENERAL MEETING (AGM):**

Sr. No.	Name of the Director	No. of Board Meetings held during their tenure	No. of Board Meetings attended	Attendance at the last AGM (09 <sup>th</sup> September 2023)
1	Mr. Aneesh Sekhar Somasekharanair	4	3	Present
2	Mrs. Unnamalai Thiagarajan	4	4	Present
3	Mr. Chakkolath Ramachandran, IAS	4	4	Present
4	Mr. Ravi Janakiraman	4	4	Present
5	Mr. Srivathsa Desikan	4	4	Present
6	Mr. Kirubanandan	4	4	Present
7	Mr. Ganapathi Ramachandran	4	3	Present
8	Mr. Karthik Seshadri Harikrishnan	4	4	Present
9	Mr. Govindasamy Senrayaperumal	4	4	Present
10	Mr. Kadher Mohideen Kasim, Retd., IPS	4	1	Present
11	Mr. Gangadaran Chellakrishna	4	4	Present
12	Mr. Ammoor Periyar Radhakrishnan	4	4	Present
13*	Mr. Arulmarianathan Louis John	0	0	Not Applicable

*(\*) Mr. Arulmarianathan Louis John (DIN: 06637866) ceased to be a director of the Board of the Company effective May 29, 2023. As a result, he was not required to attend the 32<sup>nd</sup> Annual General Meeting.*

**c) NUMBER AND DATES OF MEETINGS OF BOARD OF DIRECTORS HELD:**

During the Financial Year ended March 31, 2024, four board meetings were held on **May 29, 2023, August 14, 2023, November 08, 2023, and February 07, 2024**. The maximum interval between any two meetings was well within the allowed gap of 120 days. The date and timings of Board/Committee Meetings are pre-scheduled based on their availability confirmation circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. The company places before the Board all those details as required under the SEBI (LODR), Regulations, 2015. The dates for the board meetings are fixed after taking into account the convenience of all the directors and sufficient notice is given to them. The Agenda for the Board and Committee meetings include detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision. All the information required for decision making are incorporated in the agenda. Those which are not included in the agenda are tabled at the meeting. The board takes on record the actions taken by the company on all its decisions periodically. The Board also takes on record the compliances made by the company secretary and the chief financial officer of all laws on a quarterly basis.

**d) DISCLOSURE OF RELATIONSHIP BETWEEN THE DIRECTORS INTER-SE:**

None of the Board of Directors is related to each other.

**e) DETAILS OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTORS:**

None of the Non-Executive Directors hold any equity shares in the Company as on the Financial Year ended March 31, 2024, and the Company has not issued any convertible instruments.

**f) FAMILIARIZATION PROGRAMMERS OF INDEPENDENT DIRECTOR:**

The Independent directors are provided with necessary documents, reports, internal policies, documents, and brochures enabling them to familiarize with the Company's systems, procedures, and practices. During every meeting of the Board and committees, periodical presentations are made on the business updates, strategies, performances, and related risks involved. The details of such familiarization programmes for the Independent Directors are posted on the website of the Company [www.elnettechnologies.com](http://www.elnettechnologies.com)

**g)** A chart or a matrix setting out the skills/expertise/competence of the board of directors specifying the list of core skills/expertise/competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board and the names of directors who have such skills/expertise/competence. The Board of Directors of our company comprises professional members who bring in the required skills, competence, and expertise in the field of Financial Management, Corporate Management, Leadership, Engineering (Projects) and legal that allows them to make effective contributions to the Board and its committees. The Board members are committed to ensuring that the Board of Directors is in compliance with the highest standards of corporate governance. While evaluating the Board as a whole, it was ensured that the existing board members have relevant core skills/expertise /competencies as required in the context of its business and sector(s) to function effectively.

Skills	Description
Financial Management	Practical knowledge and experience in Corporate Finance, accounting and reporting and internal financial controls, including strong ability to assess financial impact of decision making and ensure profitable and sustainable growth.
Corporate Management and Governance	Board level experience in reputed organizations, with strong understanding of and experience in directing the management in the best interests of the Company and its stakeholders and in upholding high standards of governance.
Leadership	Experience of playing leadership roles in large businesses, with competencies around strategy development & implementation, sales & marketing, business administration/Operations and Organizations and people management.
Engineering	Executive knowledge in the field of business process.
Regulatory and Legal	Strong expertise and experience in corporate law and regulatory compliance in India and overseas (including industry specific laws).

## PROFESSIONAL BACKGROUND & SKILLS/EXPERTISE/COMPETENCY OF DIRECTORS:

Name of the Directors	Brief description about the Directors
Mr. Aneesh Sekhar Somasekharanair (w.e.f. May 29, 2023)	Mr. Aneesh Sekhar Somasekharanair is an Indian Administrative Service Officer. He is the Chairman of our Company. He is also a Managing Director of Electronics Corporation of Tamil Nadu Limited and holds directorship in various companies.
Mrs. Unnamalai Thiagarajan	Mrs. Unnamalai Thiagarajan is the Managing Director of the Company. She also holds directorship in various companies. She is a Law Graduate and having 25 plus years of experience in Business Management, Legal and Plantation Management.
Mr. Chakkolath Ramachandran, IAS, Retd	Mr. Chakkolath Ramachandran is a retired Indian Administrative Officer. He served the Government in various responsibilities, worked in public sector companies and retired as principal secretary, industries dept., He has expertise in the area of Corporate Management of our Company.
Mr. Ravi Janakiraman	Mr. Ravi Janakiraman is B. Tech - Chemical Engineering. He has 35 plus years of experience in International Trading.
Mr. Gangadaran Chellakrishna	Mr. Gangadaran Chellakrishna is an independent director of the Company. He is a Chartered Accountant and practicing over 2 decades. He is the Chairman of the Audit committee of our Company. He has vast experience in financial management, Corporate Finance, business administration, regulatory and governance matters.
Mr. Ganapathi Ramachandran	Mr. Ganapathi Ramachandran is an independent director of the Company. He is graduated in Bachelor of Technology- (Mechanical Engineering - IIT). He is expert in Engineering-Management, IT Training, Construction and Heavy machinery trading.
Mr. Karthik Seshadri Harikrishnan	Mr. Karthik Seshadri Harikrishnan is an independent director of the Company. He is graduated in Law [LLB (Hons)]. He has extensive practice over the past 20 plus years with emphasis on commercial and corporate litigations, Mergers & Acquisitions, as also other non-litigation transactional work. Credited with arguing a number of cases before the High Court of Madras and other Tribunal, Customs, Excise & Service Tax Appellate Tribunal, Securities Appellate Tribunal, Mumbai and having a number of these cases reported in many law journals.
Mr. Ammoor Periyar Radhakrishnan	Mr. Ammoor Periyar Radhakrishnan is an independent director of the Company. He graduated in Bachelor of Engineering (CIVIL) and Master of Business administration. He has 40 plus years of experience in Civil engineering projects. He is Expert in project planning, training, advising, execution, Monitoring and Control, and Administration etc.,
Mr. Govindasamy Senrayaperumal	Mr. Govindasamy Senrayaperumal is an independent director of the Company. He is graduated in commerce. He had 20 plus years of service in CBCID, The State's leading Investigating Agency of Tamil Nadu Government. During his tenure in crime Branch, handled number of important cases. He worked as a liaison officer All India Police Duty Meets held in Srinagar, Delhi, Shimla, Ahmedabad, Bangalore, Chennai, etc. He has served in various cadres in Police Departments. He is specialized in Corporate Management of the Company.
Mr. Srivathsa Desikan	Mr. Srivathsa Desikan graduated in Bachelor of commerce and master's in social of work (Human resources). He is also a Member of the Institute of Company Secretary of India (ICSI). He is a professional and expertise in Corporate Compliances & Governance and Sustainability of the Company.
Mr. Kadher Mohideen Kasim, IPS, Retd	Mr. Kadher Mohideen Kasim is an independent director of the Company, and he has vast experience in teaching profession. He is eminent writer of political, Religious, etc. and he is Expert in Corporate Management.
Mr. Kirubanandan	Mr. Kirubanandan non-executive Director of the company. He has 20 plus years' experience in the various fields. He is an expert in Finance, Accounts and law. He is also a General Manager in Accounts & Finance of Electronics Corporation of Tamil Nadu Limited and holds directorship in various companies.
Mr. A John Louis, IAS., (w.e.f. March 30, 2023)	Mr. A John Louis is an Indian Administrative Service Officer. He was the Chairman of our Company. He was also a Managing Director of Electronics Corporation of Tamil Nadu Limited and holds directorship in various companies.



**h) CONFIRMATION THAT IN THE OPINION OF THE BOARD, THE INDEPENDENT DIRECTORS FULFIL THE CONDITIONS SPECIFIED IN THE SEBI (LODR) REGULATIONS AND ARE INDEPENDENT OF THE MANAGEMENT:**

In opinion of the Board, the independent Directors of the Company fulfil the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are Independent of the Management of the Company.

**i) DETAILED REASONS FOR THE RESIGNATION OF AN INDEPENDENT DIRECTOR WHO RESIGNS BEFORE THE EXPIRY OF HIS TENURE ALONG WITH A CONFIRMATION BY SUCH DIRECTOR THAT THERE ARE NO OTHER MATERIAL REASONS OTHER THAN THOSE PROVIDED:**

No independent director resigned during the Financial Year 2023-24.

**3. AUDIT COMMITTEE:**

**a) BRIEF DESCRIPTION OF TERMS OF REFERENCE:**

The Audit Committee assists the board in the dissemination of financial information and in overseeing the financial and accounting processes in the company. The terms of reference of the audit committee covers all matters specified in Regulation 18 of the SEBI (LODR), Regulations, 2015 and those specified in Section 177 of the Companies Act, 2013.

The audit committee reviews the compliance with legal and statutory requirements, the quarterly and annual financial statements and reports its findings to the Board. The committee also recommends the appointment of internal auditor, statutory auditor, and secretarial auditor. The audit committee takes note of any default in the payments to creditors and shareholders. The committee also looks into those matters specifically referred to it by the Board.

**THE BROAD TERMS OF REFERENCE OF THE AUDIT COMMITTEE ARE AS FOLLOWS:**

- ✚ Review of the Company's financial reporting process and the disclosure of its financial Information.
- ✚ Reviewing with management, the annual financial statements before submission to the Board, focusing primarily on:
  - i) Any change in accounting policies and practices
  - ii) Major accounting entries based on exercise of judgement by management
  - iii) Qualifications in draft audit report
  - iv) Significant adjustments arising out of audit
  - v) The going concern assumption
  - vi) Compliance with accounting standards

- vii) Compliance with the SEBI (LODR), Regulations, 2015 and legal requirements concerning financial statements and
- viii) Any Related Party Transactions i.e., transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of company at large.

- ✚ Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- ✚ Reviewing the adequacy of internal audit functions.
- ✚ Discussion with external auditors before the audit commences, nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- ✚ Reviewing the company's various financial and risk management policies and practices.

**b) COMPOSITION OF THE AUDIT COMMITTEE, MEETINGS, AND ATTENDANCE DURING THE FINANCIAL YEAR:**

The Audit Committee comprises of Six Directors. The composition of the Committee is in accordance with the provisions of Section 177 of the Companies Act, 2013 and the rules made there under and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The members of Audit Committee met 04 (Four) times during the Financial Year ended March 31, 2024, i.e., May 29, 2023, August 14, 2023, November 08, 2023, and February 07, 2024. The details of the composition of the Audit Committee and attendance of the members were as follows:

Sr. No.	Name of the Members	Position	Category	No. of Meetings held	No. of Meetings attended
1	Mr. Gangadaran Chellakrishna	Chairman	NE-ID	4	4
2	Mr. Chakkolath Ramachandran, IAS (Retd)	Member	NE-NID	4	4
3	Mr. Ganapathi Ramachandran	Member	NE-ID	4	3
4	Mr. Karthik Seshadri	Member	NE-ID	4	4
5	Mr. Kadher Mohideen Kasim, Retd., IPS	Member	NE-ID	4	1
6	Mr. Srivathsa Desikan	Member	NE-NID	4	4

**Non-Executive ("NE"), Executive ("E"), Non-Independent Director ("NID") and Independent Director ("ID")**

Mr. Ritesh Shivkumar Mishra, Company Secretary act as a secretary to the committee. Mrs. Duraisamy Induamthi, Chief Financial Officer of the Company was present for all the Audit Committee Meetings held during the Financial Year 2023-24. Statutory Auditors of the Company were regular invitee of the Audit Committee Meeting. The Chairman of Audit Committee was present at 32<sup>nd</sup> Annual General held as on Saturday, September 09, 2023, to answer the queries raised by shareholders.

#### **4. NOMINATION AND REMUNERATION COMMITTEE**

##### **a) BRIEF DESCRIPTION OF TERMS OF REFERENCE:**

The constitution of the committee is in compliance of Section 178 of the Companies Act, 2013, read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 19 read with Part D (Point A) of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

##### **THE TERMS OF REFERENCE OF THE COMMITTEE ARE AS FOLLOWS:**

- i) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees.
- ii) Formulation of criteria for evaluation of performance of independent directors and the Board of directors.
- iii) Devising a policy on diversity of board of directors.
- iv) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- v) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

##### **b) COMPOSITION OF THE NOMINATION AND REMUNERATION COMMITTEE, MEETINGS AND ATTENDANCE DURING THE FINANCIAL YEAR:**

The Nomination and Remuneration Committee comprises of three directors. The members of Nomination and Remuneration committee meet 03 (Three) times during the Financial Year on May 29, 2023, August 14, 2023, and February 07, 2024.

The details of the composition of the Nomination and Remuneration Committee and attendance of the members are as follows:

Sr. No.	Name of the Members	Position	Category	No. of Meetings held	No. of Meetings attended
1	Mr. Ganapathi Ramachandran	Chairman	NE-ID	3	2
2	Mr. Chakkolath Ramachandran, IAS (Retd)	Member	NE-NID	3	3
3	Mr. Karthik Seshadri Harikrishnan	Member	NE-ID	3	3

**Non-Executive ("NE"), Executive ("E"), Non-Independent Director ("NID") and Independent Director ("ID")**

**c) PECUNIARY RELATIONSHIP OR TRANSACTION OF THE NON-EXECUTIVE DIRECTORS VIS-À-VIS THE COMPANY:**

There were no pecuniary relationships or transactions of the Non - Executive Directors 'vis-à-vis the company during the Financial Year ended March 31, 2024, except payment of remuneration by way of sitting fees as disclosed below.

**d) CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS:**

The Company has created and laid down the criteria for making payments to the Non-Executive Directors as enumerated in the Nomination and Remuneration policy which can be accessed in website of the Company [www.elnettechnologies.com](http://www.elnettechnologies.com)

**e) DISCLOSURE WITH RESPECT TO REMUNERATION:**

Disclosures with respect to remuneration paid during the Financial Year ended March 31, 2024, as per the Companies Act, 2013.

The details of remuneration (sitting fees) paid to **Non-Executive Directors** during the Financial Year ended March 31, 2024, is given below:

Sr. No.	Name of the Non-Executive Directors	Category	Position	Sitting Fees paid (In Rs.)
1	Mr. Aneesh Sekhar Somasekharanair	NE-NID	Chairman	21,000.00
2	Mr. Chakkolath Ramachandran, IAS	NE-NID	Director	1,75,000.00
3	Mr. Ravi Janakiraman	NE-NID	Director	56,000.00
4	Mr. Srivathsa Desikan	NE-NID	Director	63,000.00
5	Mr. Kirubanandan	NE- NID	Director	28,000.00
6	Mr. Ganapathi Ramachandran	NE-ID	Director	84,000.00
7	Mr. Karthik Seshadri Harikrishnan	NE-ID	Director	1,89,000.00
8	Mr. Govindasamy Senrayaperumal	NE-ID	Director	35,000.00
9	Mr. Kadher Mohideen Kasim, Retd., IPS	NE-ID	Director	14,000.00
10	Mr. Gangadaran Chellakrishna	NE-ID	Director	63,000.00
11	Mr. Ammoor Periyar Radhakrishnan	NE-ID	Director	35,000.00
12	Mr. Arulmarianathan Louis John	NE-NID	Director	0.00
<b>Total</b>				<b>7,63,000.00</b>

**Non-Executive ("NE), Non-Independent Director ("NID") and Independent Director ("ID").**

The details of remuneration paid to **Executive Director** during the Financial Year ended March 31, 2024, is given below:

Sr. No.	Name of the Executive Director	Category	Position	Salary (Rs. lakhs)	Allowances & Perquisites	No of Stock Options Granted
1	Mrs. Unnamalai Thiagarajan	Executive Director (ED)	Managing Director	14.00	-	-

Disclosures with respect to remuneration paid during the Financial Year ended March 31, 2024, as per the SEBI (LODR) Regulations, 2015 Details of service contracts, notice period, severance fees. The appointment of directors was in accordance with the resolution passed by the Board of directors and subject to the approval of shareholders of the Company.

During the Financial year ended March 31, 2024, none of the executive and non-executive directors were issued/granted employee stock options of the Company.

**f) PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:**

The Nomination and Remuneration Committee has devised criteria for evaluation of the performance of the Directors including Independent Directors. Their criteria provide for certain parameters below:

- i. Attendance at Meetings - attendance at Board Meetings, General and Committee meetings.
- ii. Other Directorships held by the Non-Executive Director in listed or unlisted Companies.
- iii. Other companies in which Non-Executive Director is a chairperson.
- iv. Participation at Board/Committee meetings.
- v. Input in strategy decisions.
- vi. Review of Financial Statements, risks and business performance.
- vii. Time devoted towards discussion with Management.
- viii. Review of Minutes - Board Minutes, Committee meeting minutes and AGM Minutes.

A separate exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board and Managing Director, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its various stakeholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-independent Directors was carried out by the Independent Directors, the Directors expressed their satisfaction with the evaluation process.

**5. STAKEHOLDERS RELATIONSHIP COMMITTEE**

**a) BRIEF DESCRIPTION AND TERM OF REFERENCE:**

The Stakeholders Relationship Committee has been constituted as per the requirement of Section 178 of the Companies Act, 2013 and Regulation 20 read with Part D (Point B) of the Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to Regulations 13 and 20 and Part-D of Schedule II of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 the Committee oversees and reviews the redressal of investors' grievances pertaining to transfer of shares and dematerialization, re-materialization, non-receipt of balance sheet, non-receipt of declared dividends, etc.

The Company is in compliance with the ODR and SCORES, which has been initiated by SEBI for processing the investor complaints in a centralized web-based redressal system and online redressal of all the shareholders complaints.

**b) COMPOSITION OF THE STAKEHOLDER’S RELATIONSHIP COMMITTEE, MEETINGS AND ATTENDANCE DURING THE FINANCIAL YEAR:**

The Stakeholders Relationship Committee comprises of three directors. The members of Stakeholders Relationship committee met 04 (Four) times during the Financial Year on i.e., May 29, 2023, August 14, 2023, November 08, 2023, and February 07, 2024.

The details of the composition of the Stakeholders Relationship Committee and attendance of the members are as follows:

Sr. No.	Name of the Members	Position	Category	No. of Meetings held	No. of Meetings Attended
1	Mr. Chakkolath Ramachandran, IAS, Retd	Chairman	NE-NID	4	4
2	Mr. Ganapathi Ramachandran	Member	NE-ID	4	3
3	Mr. Karthik Seshadri Harikrishnan	Member	NE-ID	4	4

**Non-Executive (“NE”), Executive (“E”), Non-Independent Director (“NID”) and Independent Director (“ID”)**

The Chairman of the Committee was present at the Company’s 32<sup>nd</sup> Annual General Meeting held on Saturday, September 09, 2024, to answer the queries raised by shareholders.

**c) NAME AND DESIGNATION OF COMPLIANCE OFFICER:**

Mr. Ritesh Shivkumar Mishra was appointed as Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company.

**d) STATUS OF SHAREHOLDERS COMPLAINTS / GRIEVANCES RECEIVED AND REDRESSED DURING THE YEAR ARE GIVEN BELOW:**

The status of shareholder complaints during the Financial Year ended March 31, 2024, is as follows:

No. of Investor Complaints pending at the beginning of the Financial Year 2023-24	No. of Investor Complaints received during the Financial Year 2023-24	No. of Investor Complaints disposed-off during the Financial Year 2023-24	No. of Investor Complaints remaining Unresolved at the end of the Financial Year 2023-24
*0	*2	*2	*0

\*Based on the Quarterly Investor’s Grievance Report submitted to the stock exchanges pursuant to Regulation 13 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 during the Financial Year ended March 31, 2024.

## 6. SHARE TRANSFER COMMITTEE:

The Board constituted Share Transfer Committee to approve share transfer, transmissions, issue of duplicate share certificates, dematerialization of shares etc. The actions of share transfer committee are being placed at its subsequent Board meetings. The Share Transfer Committee comprises of three directors. The members of Share Transfer committee met 10 (Ten) times during the Financial Year 2023-24, May 26, 2023, June 7, 2023, July 1, 2023, August 4, 2023, August 28, 2023, November 08, 2023, November 29, 2023, December 27, 2023, February 8, 2024, and March 18, 2024.

The details of the composition of the Share Transfer Committee and attendance of the members are as follows:

Sr. No.	Name of Member	Position	Category	Number of Meetings held	No. of Meetings Attended
1	Mr. Ravi Janakiraman	Member	NE-NID	10	3
2	Mr. Karthik Seshadri Harikrishnan	Member	NE-ID	10	10
3	Mr. Chakkolath Ramachandran, IAS, (Retd)	Member	NE-NID	10	10

**Non-Executive ("NE"), Executive ("E"), Non-Independent Director ("NID") and Independent Director ("ID")**

The committee also reviews the performance of the Registrar and Share Transfer Agents. The meetings of share Transfer Committee are held whenever the necessity arises. Transfer/ Transmission of shares, issuance of Duplicate Share certificate is processed and registered within the stipulated time subject to the availability of all required valid documents and completed in all respects.

## 7. PURCHASE COMMITTEE:

The Company has constituted the Purchase Committee on October 25, 2006, under the directions of the Board. It is empowered to identify the qualified vendors for taking advantage of competitive pricing.

The Composition of the Purchase Committee is given hereunder:

Sr. No.	Name of the Members	Position	Category
1	Mr. Ganapathi Ramachandran	Member	NE-ID
2	Mr. Karthik Seshadri Harikrishnan	Member	NE-ID

**Non-Executive ("NE"), Executive ("E"), Non-Independent Director ("NID") and Independent Director ("ID")**

During the Financial Year, there were no meeting held to transact the Business in purchase Committee.

## 8. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Company has constituted Corporate Social Responsibility committee in accordance with Section 135 of the Companies Act, 2013 and the Committee has formulated a policy on Corporate Social Responsibility. The composition of the committee and attendance details of members is follows:

The CSR Committee met One (01) time during the Financial Year 2023-24, on February 07, 2024.

Sr. No.	Name of the Members	Position	Category	No of Meetings held	No of Meetings Attended
1	Mr. Ravi Janakiraman	Chairman	NE-NID	1	1
2	Mr. Srivathsa Desikan	Member	NE-NID	1	1
3	Mr. Karthik Seshadri Harikrishnan	Member	NE-ID	1	1

**Non-Executive ("NE"), Executive ("E"), Non-Independent Director ("NID") and Independent Director ("ID")**

Mr. Ritesh Shivkumar Mishra, Company Secretary of the Company was the Secretary to the Committee.

**THE TERMS OF REFERENCE OF CSR COMMITTEE, INTER-ALIA, INCLUDE THE FOLLOWING:**

- i) Formulate and recommend to the Board, a CSR policy which indicates the activities to be undertaken by the Company as per schedule VII of the Companies Act, 2013.
- ii) Review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company.
- iii) Monitor the CSR policy of the Company from time to time.
- iv) Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

**9. RISK MANAGEMENT COMMITTEE:**

The requirement of constitution of a Risk Management Committee is not applicable to your company for the Financial Year ended March 31, 2024.

**10. MEETING OF INDEPENDENT DIRECTORS:**

During the Financial Year ended March 31, 2024, the Independent Directors met once on February 07, 2024, without the presence of the Executive Directors and management personnel of the Company. Such meetings are conducted to enable the Independent Directors inter alia to discuss:

- i) Evaluation of the performance of the Non-Independent Directors and the Board of Directors as a Whole.
- ii) Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-executive Directors.
- iii) Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The directors were satisfied with the evaluations.



## 11. GENERAL BODY MEETING:

### a) THE DATE, TIME, AND VENUE OF LAST THREE ANNUAL GENERAL MEETINGS (AGMS) HELD WERE AS FOLLOWS:

Financial Year ended 31 <sup>st</sup> March	Day	Date	Time	Location
2021	Wednesday	July 28, 2021	04.00 P.M	Meeting conducted through VC / OAVM pursuant to the MCA Circular
2022	Wednesday	September 07, 2022	03.00 P.M.	
2023	Saturday	September 09, 2023	11.05 A.M.	

There was No Extra-Ordinary General Meeting held during the last 3 years:

### b) DETAILS OF SPECIAL RESOLUTIONS PASSED DURING THE LAST THREE A.G.M's ARE GIVEN BELOW:

Date of previous A. G. M's	Particulars
July 28, 2021	No special resolution(s) was passed
September 07, 2022	No special resolution(s) was passed
September 09, 2023	No special resolution(s) was passed

### c) POSTAL BALLOT:

#### DETAILS OF RESOLUTIONS PASSED THROUGH POSTAL BALLOT DURING THE FINANCIAL YEAR 2023-24 AND DETAILS OF THE VOTING PATTERN:

The postal ballot was conducted for reappointment of Re-appointment of Mr. Ammoor Periyar Radhakrishnan (DIN: 03642690) as an Independent Director of the Company for second term of 5 (five) consecutive years commencing from March 02, 2024, up to March 01, 2029 (both days inclusive) for which e-voting period commenced from 9.00 A.M. (IST) on Monday, April 01, 2024 to 5.00 P.M. (IST) on Tuesday, April 30, 2024 and the result of the same was declared as on Tuesday May 02, 2024.

The Company appointed M/s. BP & Associates, Practicing Company Secretaries, Chennai M No: F11722 CP No: 11033 as the Scrutinizer (Entity ID: 83104) for the e-voting process in a fair and transparent manner. The results of remote E-voting will be declared within the stipulated time and will also be posted on the website of Company, CDSL and BSE.

#### THE DETAILS OF VOTING RESULT ARE AS FOLLOWS:

Sr. No.	Particulars	Resolution Type	Result
1	Re-appointment of Mr. Ammoor Periyar Radhakrishnan (DIN: 03642690) as an Independent Director of the Company.	Special Resolution	Passed with requisite majority (99.98%)

## **MEANS OF COMMUNICATION:**

### **a) QUARTERLY RESULTS:**

The Company's quarterly financial results and the yearly annual audited financial results are announced as per the requirements of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange. The aforesaid financial results are intimated to BSE Limited (BSE) where the Company's securities are listed, immediately after the approval of the Board of directors and are simultaneously displayed in Company's website [www.elnettechnologies.com](http://www.elnettechnologies.com).

### **b) NEWSPAPERS WHEREIN RESULTS NORMALLY PUBLISHED:**

The Company's quarterly, half yearly and annual audited financial results are normally published in leading daily newspapers, viz. Business Standard (English-National daily newspaper) and Makkal Kural (vernacular newspaper-Tamil).

### **c) WEBSITE:**

The quarterly & annual financial results of the Company are displayed in a separate section called Financial Reports under head of "Investor Information" on the website of the Company i.e., [www.elnettechnologies.com](http://www.elnettechnologies.com)

### **d) OFFICIAL NEWS RELEASES & OTHER COMMUNICATION:**

All other official news releases which are required to be disclosed pursuant to Regulation 46 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 are available on the website the Company [www.elnettechnologies.com](http://www.elnettechnologies.com) with separate categories.

### **e) PRESENTATIONS MADE TO INSTITUTIONAL INVESTORS OR TO THE ANALYSTS:**

The Company has not made any presentations to investors or to the analysts during the Financial Year ended March 31, 2024.

## **12. GENERAL SHAREHOLDER INFORMATION:**

### **a) ANNUAL GENERAL MEETING:**

<b>Date and time</b>	Wednesday, September 25, 2024, at 11.00 A.M.
<b>Mode/Venue</b>	Meeting is being conducted through VC/OAVM pursuant to the MCA General Circulars dated May 5, 2020, read with general circulars dated April 8, 2020, April 13, 2020, the latest being September 25, 2023. For details, please refer to the Notice of this AGM.
<b>Book Closure Date</b>	Starts from Wednesday, September 18, 2024, and ends on Wednesday, September 25, 2024 (both days inclusive)

As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings, particulars of Director seeking re-appointment at this AGM are given in the Annexure to the Notice of this AGM.

**b) FINANCIAL YEAR:**

The financial year of the Company is from April 01 to March 31.

**CALENDAR OF FINANCIAL YEAR 2023-24:**

The Company follows April-March as the financial year. During the Financial Year ended March 31, 2024, the meetings of the Board of Directors for approval of Quarterly, Half-Yearly, and Annual financial results were held on the following dates:

<b>First Quarter Results</b>	May 29, 2023
<b>Second Quarter and Half yearly Results</b>	August 14, 2023
<b>Third Quarter Results</b>	November 08, 2023
<b>Fourth Quarter and Annual Results</b>	February 07, 2024

**TENTATIVE CALENDAR FOR FINANCIAL YEAR 2024-25:**

The tentative dates of meeting of Board of Directors for consideration of Quarterly/Half yearly/Annually financial results inter alia with other business of the Company for the Financial Year 2024-25 are as follows:

<b>First Quarter Results</b>	Not later than 14 <sup>th</sup> August 2024
<b>Second Quarter and Half yearly Results</b>	Not later than 14 <sup>th</sup> November 2024
<b>Third Quarter Results</b>	Not later than 14 <sup>th</sup> February 2024
<b>Fourth Quarter and Annual Results</b>	Not later than 30 <sup>th</sup> May 2025

**c) DIVIDEND PAYMENT DATE:**

**PAYMENT OF DIVIDEND DURING THE FINANCIAL YEAR 2023-24 (I.E., FINAL DIVIDEND FOR FY 2022-23):**

<b>Date of declaration</b>	September 09, 2023
<b>Rate of dividend</b>	20%
<b>Book Closure Date</b>	Started from Wednesday, August 30, 2023, and ended as on Saturday, September 09, 2023 (both days inclusive)
<b>Date of Payment of Dividend</b>	September 26, 2023
<b>Amount of dividend paid</b>	Rs. 2.00/- per Equity Shares of Face Value Rs.10/- each

**PROPOSED DIVIDEND FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024:**

<b>Date of declaration</b>	Wednesday, September 25, 2024
<b>Rate of dividend</b>	17.00%
<b>Book Closure Date</b>	Starts from Wednesday, September 18, 2024, and will end on Tuesday, August 27, 2024.
<b>Date of payment of dividend</b>	The proposed dividend, if so approved, will be paid within the timeline with reference to the MCA circular dated May 5, 2020, from the date of declaration to the members whose name appears on the Register of Members at end of the day on Tuesday, August 20, 2024.
<b>Amount of dividend to be paid</b>	Rs. 1.70/- per equity shares of face value Rs.10.00/- each

**d) DETAILS OF STOCK EXCHANGE AND PAYMENT OF LISTING FEE:**

The equity securities of the company are listed in Bombay Stock Exchange (BSE Limited) and the listing fee for the Financial Year has been paid within the stipulated time.

**e) STOCK CODE: BSE- 517477**

**f) MARKET PRICE DATA- MONTHLY HIGH, LOW AND TRADING VOLUME FOR EQUITY SHARES IN THE LAST FINANCIAL YEAR 2023-24:**

**(Share Price in Rs.)**

<b>MONTH</b>	<b>HIGH</b>	<b>LOW</b>	<b>VOLUME</b>
April-23	190.40	160.00	25,328
May-23	194.25	174.25	48,648
June-23	227.00	175.20	1,44,010
July-23	315.95	196.30	5,91,147
August-23	301.00	255.10	54,003
September-23	296.00	261.00	32,142
October-23	275.95	210.05	1,51,358
November-23	293.65	229.35	1,60,604
December-23	358.00	253.10	3,10,034
January-24	351.10	300.90	1,51,009
February-24	399.00	306.50	1,42,518
March-24	368.90	291.00	53,217

**g) The securities of the Company have not suspended from trading during the financial year. Hence there is no explanation required to be provided in the Board's Report.**

## **h) REGISTERS TO ISSUE AND SHARE TRANSFER AGENT:**

### **Registered Office:**

Cameo Corporate Services Limited,  
"Subramanian Building", # 1, Club House Road,  
Chennai, 600 002.

Phone No.: 044 - 2846 0390 (5 lines)

Fax: 044 - 2846 0129

## **i) SHARE TRANSFER SYSTEM:**

The majority of Company's equity shares i.e., 97.46% are in demat format as on March 31, 2024. These shares can be transferred through the depositories viz., i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) without the Company's involvement. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form.

Pursuant to SEBI Circular dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc.

After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company.

Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

The Directors and certain Company officials (including Chief Financial Officer and Company Secretary) are authorized by the Board severally to approve transfers, which are noted at subsequent Board Meetings.

The Board has delegated the powers to approve share transfers, transmissions, re-materialisation by constituting a Share Transfer Committee. During the financial year, transfer of shares in physical form was processed within 15 days from the date of receipt of transfer request, provided the documents are complete in all respects. All transfers were first processed by the Transfer Agent and submitted thereafter to the Company for approval. The physical share transfer, transmissions processed based on number of requests received. The shares lodged for transfers processed and registered as per the requirements of the Regulations.

Pursuant to Regulation 40(10) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company obtains certificates from the Practicing Company Secretaries on a yearly basis to the effect that all the transfers are completed within the statutory stipulated period. A copy of the certificate so received is submitted to Stock Exchange where the shares of the company are listed.

The transactions of the shares held in Demat and Physical form are handled by the Company's Registrar and Share Transfer Agent "Cameo Corporate Services Ltd".

**j) DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2024:**

Range	Number of Shareholders	% of Total Shareholders	Shares	% of Total Share Capital
1-100	4313	73.8572	2,10,480	5.2619
101-500	1158	19.8253	2,97,996	7.4498
501-1000	189	3.2357	1,49,587	3.7396
1001-2000	84	1.4381	1,24,100	3.1024
2001-3000	29	0.4964	70,590	1.7647
3001-4000	15	0.2568	52,642	1.3160
4001-5000	10	0.1712	47,639	1.1909
5001-10000	17	0.2910	1,22,260	3.0564
10001 – and above	25	0.4280	29,24,713	73.1176
<b>Total</b>	<b>5,841</b>	<b>100.00</b>	<b>40,00,007</b>	<b>100.00</b>

**k) SHAREHOLDING PATTERN AS ON MARCH 31, 2024:**

Category	No. of Shares	Percentage
<b>Promoters</b>		
Promoters	21,13,861.00	52.85
<b>Subtotal (A)</b>	<b>21,13,861.00</b>	<b>52.85</b>
<b>NRIs/OCBs</b>		
Foreign Company	0.00	0.00
Foreign Nationals	0.00	0.00
Non-Resident Indians	28,582.00	0.71
Foreign Institutional Investors	0.00	0.00
Foreign Portfolio Investor	0.00	0.00
<b>Subtotal (B)</b>	<b>28,582.00</b>	<b>0.71</b>
<b>Others</b>		
Clearing Members	810.00	0.02
Private Corporate Bodies	33,284.00	0.83
Mutual Funds	0.00	0.00
Financial Institutions (Bank)	0.00	0.00
Public	16,45,938.00	41.15
HUF	61,039.00	1.53
IEPF	1,16,493.00	2.91
<b>Subtotal (C)</b>	<b>18,86,146.00</b>	<b>47.15</b>
<b>Total (A+B+C)</b>	<b>40,00,007.00</b>	<b>100.00</b>

**l) DEMATERIALIZATION OF SHARES AND LIQUIDITY:**

Physical/ NSDL/ CDSL/Summary Report as on March 31, 2024, representing 97.46% of total Equity Share Capital of the Company were held in dematerialized form:

Mode of holding	As on March 31, 2024		As on 31 <sup>st</sup> March, 2023	
	No. of Shares	% to Equity	No. of Shares	% to Equity
NSDL	29,01,877	72.55	30,04,262	75.11
CDSL	9,96,496	24.91	8,81,699	22.04
PHYSICAL	1,01,634	2.54	1,14,046	2.85
<b>Total</b>	<b>40,00,007</b>	<b>100.00</b>	<b>40,00,007</b>	<b>100.00</b>

**m) OUTSTANDING DEBT/GDRS/ADRS/ WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:**

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments as on date.

**n) COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:**

The Company does not have exposure to foreign exchanges requirements.

**o) PLANT LOCATION: Not Applicable**

**p) ADDRESS FOR CORRESPONDENCE:**

**Registered Office:**

Elnet Technologies Limited,  
Elnet Software City, TS 140,  
Block No.2 & 9, Rajiv Gandhi Salai,  
Taramani, Chennai – 600 113,  
Tamil Nadu, India

**Contact details of Designated Official for assisting & handling Investor Grievances:**

**Mr. Ritesh Shivkumar Mishra**

Company Secretary & Compliance Officer  
Contact No.: 91-44-22541098/22541337/22541791  
Fax No.: 91-44-22541955  
E-mail: [elnecity@gmail.com](mailto:elnecity@gmail.com)

List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.

The company has not invested in any debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds whether in India or abroad. Hence the disclosure is not applicable.

**q) TRANSFERS TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF):**

Pursuant to Section 124 of the Companies Act, 2013 (“the Act”) read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“The Rules”), all unpaid or unclaimed dividends are required to be transferred by the company to the Investor Education and Protection Fund (IEPF) established by the Central Government, after completion of seven consecutive years from the date of transfer to unpaid dividend account. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall also be transferred to the demat account of IEPF Authority.

Transfer of Unpaid/Unclaimed Dividend Amount/Shares pertaining to the dividend declared in the Financial Year ended March 31, 2017, to Investor Education and Protection Fund (IEPF).

The due date for transfer of Unpaid/Unclaimed Dividend Amount and corresponding Shares for the dividend declared during the Financial Year ended March 31, 2017, is August 08, 2024. In compliance with the provision, during the Financial Year 2023-2024, the Company had sent intimation to the eligible shareholders and will also issue advertisement in the newspaper seeking action from the shareholders who have not claimed their dividends for seven consecutive years or more for the dividend declared during the Financial Year ended March 31, 2017.

Accordingly, after the expiry of the due date for claiming the unpaid/ unclaimed dividend, the Company will transfer such unpaid or unclaimed dividends along with the corresponding shares for the Financial Year ended March 31, 2017, to IEPF authority.

Details of shares/shareholders in respect of which dividend has not been claimed, will be provided on the website of the company [www.elnettechnologies.com](http://www.elnettechnologies.com) (Investors/ Compliances/ Unpaid Dividend Data/year 2024). Members are requested to ensure that they claim the dividends and shares referred to above before they are transferred to the said Fund.

Members/claimants whose shares, and/or unclaimed dividend, have been transferred to the IEPF Demat Account or the Fund, as the case may be, may claim the shares or apply for refund of dividend by making an application to the IEPF Authority in Form IEPF-5 (available on <http://www.iepf.gov.in>) along with requisite fee as decided by the IEPF Authority from time to time. The Member/claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.



### **13. OTHER DISCLOSURES:**

a) **DISCLOSURES ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS THAT MAY HAVE POTENTIAL CONFLICT WITH THE INTERESTS OF COMPANY AT LARGE:**

During the Financial Year, the company had not entered into any transaction of a material nature with any of the related parties which may have potential conflict with the interest of the company at large.

There have been no materially significant related party transactions with the company's promoters, directors, the management, their subsidiaries or relatives which may have potential conflict with the interests of the company at large. The necessary disclosures regarding the transactions are given in the notes to accounts. The Company has also formulated a policy on dealing with the Related Party Transactions and necessary approval of the audit committee and Board of directors are taken wherever required in accordance with the Policy.

None of the transactions with any of the related parties were in conflict with the interests of the company. A statement of related party transaction is furnished under Item No. 37 of Notes on Accounts.

b) **DETAILS OF NON-COMPLIANCE BY THE LISTED ENTITY, PENALTIES, AND STRICTURES IMPOSED ON THE LISTED ENTITY BY STOCK EXCHANGE OR THE BOARD OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS:**

There have been no instances of non-compliances by the Company and no penalties and /or strictures have been imposed by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

c) **ESTABLISHMENT OF VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The company has an established mechanism for Directors / Employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of the code of conduct or ethics policy.

It also provides for adequate safeguards against victimization of directors/employees who avail of the mechanism. The company affirms that no personnel has been denied access to the audit committee.

The Company has formulated a Policy of Vigil Mechanism and has established a mechanism that any personnel may raise Reportable Matters. The Vigil Mechanism Policy shall be viewed at our company's website [www.elnettechnologies.com](http://www.elnettechnologies.com). All suspected violations and Reportable Matters can be reported to the Chairman of the Audit Committee at e-mail Id [elnetcity@gmail.com](mailto:elnetcity@gmail.com). The key directions/actions will be informed to the Managing Director of the Company.

**d) DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENTS:**

The Company has fully complied with all the mandatory requirements and has adopted certain non-mandatory requirements as prescribed in Part-E of Schedule II to the Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**i) THE BOARD:**

The Company is having a non-executive chairperson, and he is not claiming any reimbursement of expenses incurred in the performance of his duties.

**ii) SHAREHOLDERS RIGHTS:**

Pursuant to the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 as the company's quarterly/ half-yearly/ annual financial results are published in an English newspaper having wide circulation all over India and in Tamil newspaper widely circulated in Chennai, the company is not sending the same to the shareholders of the company individually. The same will be hosted in the company's website [www.elnettechnologies.com](http://www.elnettechnologies.com) within the stipulated time.

**iii) MODIFIED OPINION(S) IN AUDIT REPORT:**

The financial statement of the company is having an unmodified audit opinion.

**iv) SEPARATE POSTS OF CHAIRPERSON AND CHIEF EXECUTIVE OFFICER:**

The Company has separate persons for the post of Chairperson. The Company is having a Managing director as one of the Key Managerial Personnel. The appointment of Chief Executive Officer of the company does not arise.

**v) REPORTING OF INTERNAL AUDITOR:**

The Internal auditor is directly reporting to the audit committee covering the scope of internal audit regarding Revenue recognition, Taxation (Direct & Indirect tax), statutory payment, Cash & Bank, General ledger Review.

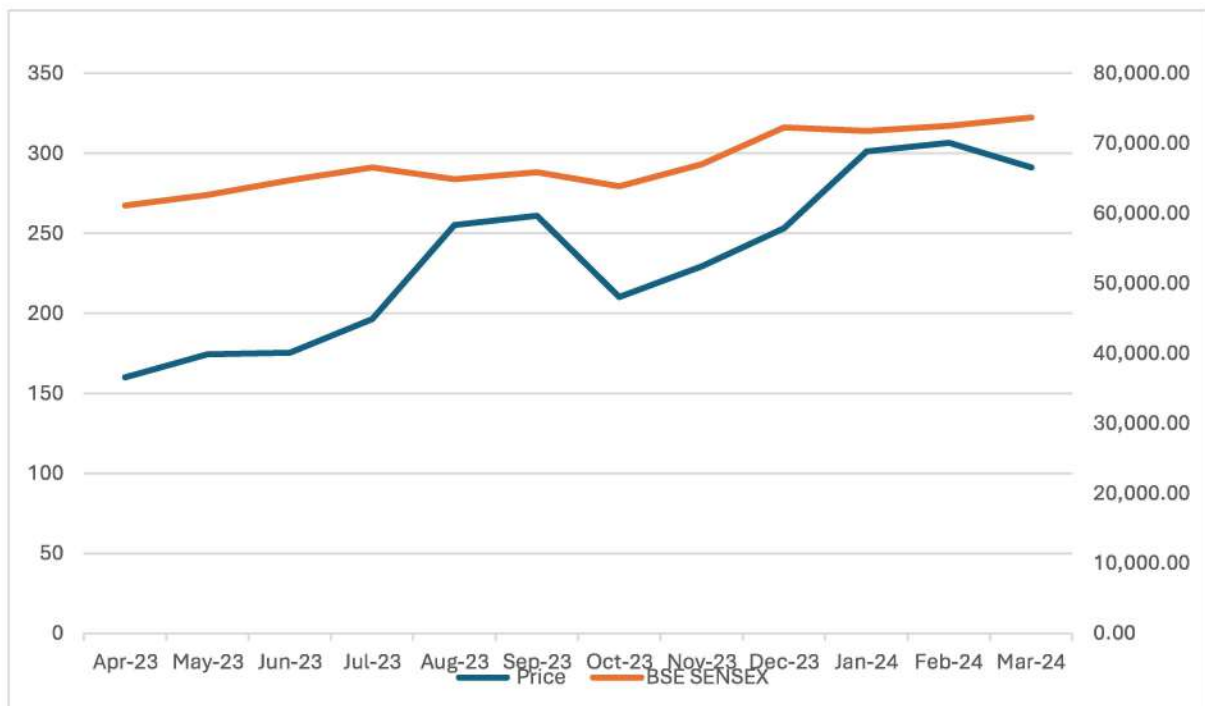
**vi) WEB-LINK WHERE THE POLICY FOR DETERMINING 'MATERIAL' SUBSIDIARY IS AVAILABLE:**

The Company does not have any material subsidiary. Hence the necessity for complying with respect to framing a policy for determining the material subsidiary does not arise.

**vii) WEB-LINK WHERE THE POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS IS AVAILABLE:**

The Policy on dealing with related party transactions is available in our Company's website [www.elnettechnologies.com](http://www.elnettechnologies.com)

**viii) PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES: BSE-SENSEX:**



**ix) DISCLOSURE OF COMMODITY PRICE RISKS AND COMMODITY HEDGING ACTIVITIES:** Not applicable.

**x) DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32 (7A):** Not applicable.

**xi) CERTIFICATE FROM PRACTICING COMPANY SECRETARY REGARDING DISQUALIFICATION OF DIRECTORS:**

A Company Secretary in practice has certified that none of Directors on the Board of Directors the Company have been debarred or disqualified from being appointed or continuing as directors by the Board/ Ministry of Corporate affairs or any statutory authorities as on March 31, 2024. The certificate is enclosed with this report as **Annexure**.

**xii) DETAILS OF RECOMMENDATIONS OF COMMITTEES WHICH WERE NOT ACCEPTED BY THE BOARD ALONG WITH REASONS:**

The Audit Committee generally makes certain recommendations to the Board of Directors of the Company at their meetings held to consider any financial results (Unaudited and Audited) and such other matters placed before the Audit Committee as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time. During the year the Board of Directors has considered all the recommendations made by the Audit Committee and has accepted and carried on the recommendations suggested by the Committee to its satisfaction. Hence there are no recommendations unaccepted by the Board of Directors of the Company during the Financial Year.

**xiii) TOTAL FEES PAID FOR ALL SERVICES ON CONSOLIDATED BASIS TO STATUTORY AUDITORS AND THEIR NETWORK FIRMS:**

During the Financial Year the company has paid Rs. 7,00,000 to statutory auditors as a consolidated pay for the services rendered. There was no payment to network entities in which the statutory auditors of the company are taking part.

**xiv) DISCLOSURE IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has Internal Complaints Committees as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company firmly provides a safe, supportive, and friendly workplace environment –a workplace where our values come to life through the underlying behaviours. Positive workplace environment and a great employee experience are integral parts of our culture. During the Year under review, there were no cases filed pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Details	Status
Number of complaints filed during the Financial Year	Nil
Number of complaints disposed of during the Financial Year	Nil
Number of complaints pending as on end of the Financial Year	Nil

**14. NON-COMPLIANCE OF ANY REQUIREMENT OF SR. NO. 2 TO 10 OF SCHEDULE V OF REGULATION 34 OF THE SEBI (LODR) REGULATIONS, 2015:**

The Company has complied with all the requirement of corporate governance report which is mentioned in S. No. 2 to 10 of schedule V of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

15. The corporate governance report has disclosed the extent to which the discretionary requirements as specified in Part E of the Schedule II to the Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Refer 10 (d)]
16. The Company has complied with the corporate governance requirements as specified in Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 of the Listing Regulations.
17. Disclosure of certain type of agreements binding listed entities: Pursuant to provisions of Schedule III, Para A, Clause 5A of SEBI Listing Regulations, there are no agreement impacting management or control of the Company or imposing any restriction or create any liability upon the Company.

**DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:**

Based on the shareholding pattern received from Registrar and Share transfer Agent for every Quarter during the Financial Year, as on March 31, 2024, there are no shares lying in the demat suspense account or unclaimed suspense account.

**CEO/CFO CERTIFICATION:**

As required under Regulation 17 of the SEBI Listing Regulations, the CEO/CFO Certification on financial statements of the company for the Financial Year ended March 31, 2024, signed by Mrs. Unnamalai Thiagarajan, Managing Director and Mrs. Duraisamy Indhumathi, Chief Financial Officer was placed before the Board of Directors of the Company at their meeting held on Wednesday, May 29, 2024, and enclosed as annexure to this Annual Report.

**GREEN INITIATIVE IN CORPORATE GOVERNANCE:**

Rule 11 of the Companies (Accounts) Rules, 2014, permits circulation of Annual Report to shareholders through electronic means to such of the members whose e-mail addresses are registered with NSDL or CDSL or the shareholders who have registered their E-mail ID with the Company to receive the documents in electronic form and physical copies to those shareholders whose e-mail IDs have not been either registered with the Company or with the depositories.

To support this green initiative of the Government, Members are requested to register their e-mail addresses, with the DPs, in case shares are held in dematerialized form and with the Share Transfer Agent, in case the shares are held in physical form and intimate changes, if any, in their registered e-mail addresses to the Company / DPs, from time to time.

**By order of the Board of Directors  
For Elnet Technologies Limited  
Sd/-  
Ritesh Shivkumar Mishra  
Company Secretary & Compliance Officer**

**Place:** Chennai

**Date:** July 29, 2024



**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND  
SENIOR MANAGEMENT WITH THE COMPANY'S CODE OF CONDUCT**

To,  
The Shareholders of Elnet Technologies Limited  
TS 140 Block 2 & 9, Rajiv Gandhi Salai,  
Taramani, Chennai - 600 113.

This is to confirm that the Board has laid down a code of conduct for all Board members and Senior Management of the Company. The code of conduct has also been posted on the website of the Company.

It is further confirmed that all Directors and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended March 31, 2024.

**Sd/-  
Unnamalai Thiagarajan  
Managing Director  
DIN: 00203154**

**Date:** July 29, 2024  
**Place:** Chennai



**CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**  
***[Under Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]***

To  
The Board of Directors  
El net Software City,  
TS 140, Block No.2 & 9,  
Rajiv Gandhi Salai, Taramani,  
Chennai – 600113

We certify that:

- A. We have reviewed the Financial Statements and Cash Flow Statement for the Financial Year ended March 31, 2024, and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered by the Company during the Financial year ended March 31, 2024, which is fraudulent, illegal, or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal controls, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee –
1. Significant changes in internal control over the financial reporting during the Financial Year ended March 31, 2024.
  2. Significant changes in accounting policies during Financial Year ended March 31, 2024, and that the same have been disclosed in the notes to the financial statements; and
  3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

**Sd/-**  
**Unnamalai Thiagarajan**  
**Managing Director**  
**DIN: 00203154**

**Sd/-**  
**Duraisamy Indumathi**  
**Chief Financial Officer**  
**PAN: ACFPI5289Q**

**Date:** May 29, 2024  
**Place:** Chennai

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Members,  
ELNET TECHNOLOGIES LIMITED,  
TS 140 Block 2 & 9, Rajiv Gandhi Salai,  
Taramani, Chennai - 600 113.

We have examined the relevant Registers, Records, Forms, Returns and Disclosures received from the Directors of ELNET TECHNOLOGIES LIMITED having CIN: L72300TN1990PLC019459 and having registered office at TS 140 Block 2 & 9, Rajiv Gandhi Salai, Taramani, Chennai - 600 113 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers.

We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

SR. NO.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT IN COMPANY*
1	Mr. Ravi Janakiraman	00042953	30-09-2003
2	Mr. Chakkolath Ramachandran	00050893	08-08-2003
3	Mr. Ganapathi Ramachandran	00103623	08-08-2003
4	Mrs. Unnamalai Thiagarajan	00203154	08-08-2003
5	Mr. Karthik Seshadri Harikrishnan	00203319	08-08-2003
6	Mr. Gangadaran Chellakrishna	01036398	22-04-2014
7	Mr. Govindasamy Senrayaperumal	01458026	25-10-2006
8	Mr. Kadher Mohideen Kasim	02959356	27-01-2010
9	Mr. Ammoor Periyar Radhakrishnan	03642690	02-03-2019
10	Mr. Srivathsa Desikan	08205725	09-08-2018
11	Mr. Kirubanandhan	08952166	11-11-2020
12	Mr. Aneesh Sekhar Somasekharannair	07887010	29-05-2023

***\*The date of appointment is as per the MCA Portal.***





Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For BP & Associates  
Company Secretaries  
Peer Review No: P2015TN040200**

**Sd/-  
C. Prabhakar  
Partner  
M No: F11722  
CP No: 11033  
UDIN: F011722F000476516**

**Date:** 29<sup>th</sup> May, 2024  
**Place:** Chennai



**CERTIFICATE ON COMPLIANCE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,  
The Members,  
Elnet Technologies Limited,  
TS 140 Block 2 & 9, Rajiv Gandhi Salai,  
Taramani, Chennai - 600 113.

We have examined the compliance of conditions of Corporate Governance by Elnet Technologies Limited ("the Company") for the year ended 31<sup>st</sup> March 2024, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para-C and D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

We state that the compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to a review of the procedures adopted and implementation thereof, 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 aforesaid provisions of the Listing Regulations.

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

**For BP & Associates  
Company Secretaries  
Peer Review No: P2015TN040200  
Sd/-  
C. Prabhakar  
Partner  
M No: F11722  
CP No: 11033  
UDIN: F011722F000476450**

**Date:** 29<sup>th</sup> May 2024  
**Place:** Chennai

## **INDEPENDENT AUDITORS' REPORT**

### **TO THE MEMBERS OF ELNET TECHNOLOGIES LIMITED**

#### **OPINION:**

We have audited the accompanying Standalone Ind AS Financial Statements of Elnet Technologies Limited ("the Company"), which comprise the Balance sheet as at March 31, 2024, the Statement of Profit and Loss, , including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

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

#### **BASIS FOR OPINION:**

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

#### **KEY AUDIT MATTERS:**

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

#### **RECOGNITION, VALUATION AND PRESENTATION OF PROVISION AND CONTINGENT LIABILITIES:**

Refer Note 35 to financial statement for the year ended March 31, 2024, for the following:

- a) The claims made by Electronics Corporation of Tamilnadu Limited (ELCOT) against the Company towards interest on delayed payments for lease deposits relating to the years from 2000-01 to 26th Oct 2023, have been disclosed as Contingent Liability by the Company which amounts to Rs 1,385.72 Lakhs.

- b) The Company has received a service tax demand from Additional Commissioner of GST and Central Excise for Rs. 136.59 Lakhs on considering reimbursement of electricity charges as taxable charges for period October 2015 to June 2017, have been disclosed as Contingent Liability by the Company.

Since there are potential exposure of the Company, on the above contingent liabilities, the assessment of the probability of occurrence, outflow, if any, and adequate disclosure requirements involves significant judgment by the management.

Due to the significance of amounts involved and the level of judgments relating to recognition, valuation and presentation of provision and contingent liabilities, this has been considered as a key audit matter.

#### **HOW THE KEY AUDIT MATTER WAS ADDRESSED IN OUR AUDIT:**

Our audit procedure in respect of this area included the following:

- Tested the design, implementation and operative effectiveness of controls with respect to identification and monitoring of significant developments in relation to the litigations, including completeness thereof.
- Engaged in discussion with legal and finance departments of the Company on the status of ongoing and potential legal matters and its possible outcome and valuation as assessed by the management.
- Evaluated the management's assessment about the outcome of the dispute.
- Reviewed the legal opinion obtained, third party correspondence and reports with respect to these matters.
- Assessed the reasonableness of management's judgment with respect to the likelihood of outflow.
- Assessed the adequacy of the disclosures made in the notes to financial statement.

#### **INFORMATION OTHER THAN THE STANDALONE IND AS FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON:**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management report, Chairman's statement, Board's report including the Annexures to Board's report and Director's report along with annexures but does not include the Standalone Ind AS Financial Statements and our auditors' report thereon.

Our opinion on the Standalone Ind AS Financial Statements does not cover the other information, and we do not express any form of assurance conclusion thereon.

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

## **RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE 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 Ind As Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 Standalone Ind As 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 Ind AS Financial Statements, Board of directors 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.

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

## **AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE IND AS FINANCIAL STATEMENTS:**

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 Ind AS Financial Statements.

A further description of the auditor's responsibilities for the audit of the standalone Ind AS Financial Statements is included in "**Annexure A**". This description forms part of our auditor's report.

## **EMPHASIS OF MATTER:**

We draw attention to Note No. 6 in the Standalone Ind AS Financial Statements of the company wherein the Unquoted equity shares of IG3 Infra Ltd had to be valued at fair value as at the end of each financial year. These shares were not revalued for this year and the same FMV was adopted from the FY 21-22.

There will be no substantial effect that cause the standalone Ind AS Financial Statements to be materially misstated due to this non-compliance and our opinion is not modified in respect of this matter.

## **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 sub-section (11) of Section 143 of the Act, we give in the "**Annexure B**" 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 purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to these Standalone Ind AS Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "**Annexure C**" to this report.
  - g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197(16) of the Act.
  - h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS Financial Statements– Refer Point b) in Note 35 to the Ind AS financial statements
    - ii. The Company did not have any long-term contracts including derivative contracts to which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

- iv. Management has represented that, to best of its knowledge and belief , no funds have been advanced or loaned or invested(either from borrowed funds or share premium or any other sources or kind of funds ) by the company to or in any other person or entity , including foreign entities (“Intermediaries ”),with the understanding, whether recorded in writing or otherwise , that the intermediary shall , whether , directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee , security or the like on behalf of the ultimate beneficiaries.
- v.
- a) Management has represented that, to best of its knowledge and belief , no funds have been advanced or loaned or invested(either from borrowed funds or share premium or any other sources or kind of funds ) by the company to or in any other person or entity , including foreign entities (“Intermediaries ”),with the understanding, whether recorded in writing or otherwise , that the intermediary shall , whether , directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee , security or the like on behalf of the ultimate beneficiaries.
- b) Management has represented , that , to the best of its knowledge and belief, no funds have been received by the company from any person or entity , including foreign entities (“ Funding Parties”), with the understanding, whether recorded in writing or otherwise , that the company shall , whether , directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding party (“ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries ; and
- c) Based on our audit procedures which we have considered reasonable and appropriate in the circumstances and according to the information and explanation provided to us by the management in this regard, nothing has come to our notice that has caused them to believe that the representations made by the management under sub- clause (i) and (ii) contain any material misstatement.
- d) Final dividend proposed in the previous year, declared and paid by the company during the year is in compliance with section 123 of Act, as applicable.
- e) As required by the section 197(16) of the Act, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.

**For Selvam & Suku,  
Chartered Accountants  
Firm Registration No: 003701S**

**Sd/-  
P. Nivetha  
Partner  
M. No. 268215  
UDIN: 24268215BKGVKX7043**

**Date:** 29/05/2024  
**Place:** Chennai

## ANNEXURE A

### **RESPONSIBILITIES FOR AUDIT OF THE FINANCIAL STATEMENT:**

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone Ind AS 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 auditors' report to the related disclosures in the standalone Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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 Financial Statements, including the disclosures, and whether the Standalone Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone Ind AS Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in

- (i) planning the scope of our audit work and in evaluating the results of our work; and
- (ii) to evaluate the effect of any identified misstatements in the financial statements.

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 Ind AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's 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.

**For Selvam & Suku,  
Chartered Accountants  
Firm Registration No: 003701S**

**Sd/-  
P. Nivetha  
Partner  
M. No. 268215  
UDIN: 24268215BKGVKX7043**

**Date:** 29/05/2024  
**Place:** Chennai

## **ANNEXURE B**

### **REFERRED TO IN PARAGRAPH 1 UNDER "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" SECTION OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF ELNET TECHNOLOGIES LIMITED FOR THE YEAR ENDED 31ST MARCH 2024.**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone Ind AS Financial Statements of the Company and taking into consideration the information and explanations given to us and the books of accounts and other records examined by us in the normal course of audit, we report that:

- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.  
(B) The Company does not have any intangible assets and hence reporting under sub clause 3(i)(a)(B) of the order is not applicable.
- (b) Property, Plant and Equipment were physically verified by the Management periodically. According to the information and explanations given to us, no material discrepancies were noticed on such verification. In our opinion the verification is reasonable, having regard to the size of the company, and the nature of its business.
- (c) According to the information and explanations given to us, the records examined by us and based on the examination conducted by us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the Balance Sheet date. In respect of immovable properties of land and buildings that have been taken on lease and disclosed as PPE in the financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.
- (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 its Property, Plant and Equipment during the year. Accordingly, the requirements under paragraph 3(i)(d) of the Order are not applicable to the company.
- (e) According to 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. Accordingly, the provisions stated in paragraph 3(i)(e) of the Order are not applicable to the Company.
- (ii)
  - a) The company is involved in the business of rendering services and hence, no inventory is being maintained by the company. Accordingly, the provisions stated in paragraph 3(ii)(a) of the Order are not applicable to the Company.
  - 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 not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

- (iii) 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 in, provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year. Accordingly, clause 3(iii)(a) to 3(iii)(f) of the Order is not applicable to the Company.
- (iv) In our opinion and according to information and explanations given to us, the company has not either directly or indirectly , granted any loan to any of its directors or to any other person in whom the director is interested , in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public in accordance with the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, to the company. Accordingly, the provisions stated in paragraph 3(vi) of the Order are not applicable to the Company.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Customs Duty, Goods and Service Tax, Cess and other material statutory dues applicable to it to the appropriate authorities. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Customs Duty, Goods and Service Tax, cess and other material statutory dues in arrears as of 31<sup>st</sup> March 2024 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us no disputed amounts payable in respect of Provident Fund, Employees State insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Duty of Excise, Value added Tax, Goods and Services Tax, Cess and other Statutory dues except for the service tax dues as per the table below have not been deposited on account of dispute:

**(Amount in Lakhs)**

NAME OF THE STATUTE	NATURE OF THE DUES	AMOUNT IN RS.	PERIOD TO WHICH THE AMOUNT RELATES	FORUM WHERE DISPUTE IS PENDING
Finance Act, 1994	Service Tax Dues	124.17	October 2015 till June 2017	Chennai CESTAT
<b>TOTAL</b>		<b>124.17</b>		

- (viii) According to the information and explanation given to us and based on the examination of records of the Company, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Accordingly reporting under the para 3(viii) of the order is not applicable to the Company.
- (ix) The Company does not have any loans or borrowings from any financial institution, banks and government during the year. Accordingly, the provision stated in paragraph 3(ix) (a) to (f) of the Order is not applicable to the Company.
- (x)
- a) The Company has not raised any monies by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- 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 not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi)
- a) Based on examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, 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 Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year. Accordingly, the provisions stated in paragraph 3(xi)(c) of the Order is not applicable to Company.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to 3(xii) (c) of the Order are not applicable.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of the Act, where applicable and the details have been disclosed in the Standalone Ind AS Financial Statements as required by the applicable Accounting Standards.
- (xiv)
- a) Based on information and explanations provided to us and based on our examination of records of the Company, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

- b) We have considered the Internal Audit reports of the company issued till date for the period under Audit.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him and hence provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- (xvi)
- a) In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph clause 3 (xvi)(a) of the Order are not applicable to the Company.
- b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(b) of the Order is not applicable to the Company.
- c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi) (c) and paragraph 3 (xvi) (d) of the Order are not applicable to the Company.
- (xvii) According to the information and explanations provided to us and based on the examination of records of the Company, Company has not incurred cash losses in the financial year and in the immediately preceding financial year and accordingly reporting under paragraph clause 3(xvii) of the Order is not applicable to the Company.
- (xviii) There has been no resignation of the statutory auditor during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, 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 that the 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.

(xx)

- a) According to the information and explanations provided to us and based on our examination of the records of the Company, Company has no on-going projects as specified in Schedule VII to the sub section 5 of Section 135 of the Act and accordingly reporting under paragraph clause 3 (xx)(a) of the order is not Applicable.
- b) According to the information and explanations provided to us and based on our examination of the records of the Company, it has no unspent amount under sub-section (5) of the section 135 of the Act. Therefore, para 3 (xx)(b) of the order is not Applicable.

(xxi) According to the information and explanations given to us, the Company does not have any subsidiary/Associate/ Joint Venture. Accordingly, there is no preparation of consolidated financial statements. Accordingly, the provisions stated in paragraph clause 3 (xxi) of the Order are not applicable to the Company.

**For Selvam & Suku,  
Chartered Accountants  
Firm Registration No: 003701S**

**Sd/-  
P. Nivetha  
Partner  
M. No. 268215  
UDIN: 24268215BKGVKX7043**

**Date:** 29/05/2024

**Place:** Chennai

## **ANNEXURE C**

### **REFERRED TO IN PARAGRAPH 2(F) UNDER “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” SECTION OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF ELNET TECHNOLOGIES LIMITED FOR THE YEAR ENDED 31ST MARCH 2024.**

### **REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)**

We have audited the internal financial controls with reference to standalone Ind AS Financial Statements of **ELNET TECHNOLOGIES LIMITED** (“the Company”) as of March 31, 2024, in conjunction with our audit of the standalone Ind As Financial Statements of the Company for the year ended on that date.

#### **MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS:**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’) (‘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 Company’s 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 over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING:**

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

### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING:**

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

### **OPINION:**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on "the internal control with reference to standalone Ind As 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".

**For Selvam & Suku,  
Chartered Accountants  
Firm Registration No: 003701S**

**Sd/-  
P. Nivetha  
Partner  
M. No. 268215  
UDIN: 24268215BKGVKX7043**

**Date:** 29/05/2024  
**Place:** Chennai



## BALANCE SHEET AS ON MARCH 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Note No.	As at Mar 31, 2024	As at Mar 31, 2023
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	4	2,185.57	2,220.45
Capital Work in Progress	5	-	-
Financial assets			
- Investments	6	423.54	423.54
- Other Financial Assets	7	637.83	6,626.91
Income Tax Assets (net)	8	(58.44)	16.48
Deferred Tax Asset (net)	19	(26.62)	(6.27)
Other Non-Current Assets	9	792.55	804.79
<b>Total Non-Current Assets</b>		<b>3,954.42</b>	<b>10,085.90</b>
<b>Current Assets</b>			
Financial Assets			
- Trade Receivables	10	252.87	241.99
- Cash and Cash Equivalents	11	1,349.81	1,002.69
- Bank Balances other than above	12	9,800.75	2,486.62
- Other Financial Assets	13	486.04	522.49
Other Current Assets	14	63.47	53.12
<b>Total Current Assets</b>		<b>11,952.94</b>	<b>4,306.90</b>
<b>Total Assets</b>		<b>15,907.36</b>	<b>14,392.80</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	15	400.00	400.00
Other Equity	16	13,536.09	11,863.20
<b>Total Equity</b>		<b>13,936.09</b>	<b>12,263.20</b>
<b>Liabilities</b>			
Non-Current Liabilities			
Financial Liabilities			
- Other Financial Liabilities	17	556.27	743.95
- Other Non-Current Liabilities	17a	102.46	155.08
Provisions	18	2.06	1.82
<b>Total Non-Current liabilities</b>		<b>660.79</b>	<b>900.85</b>
Current liabilities			
Financial Liabilities			
- Borrowings	20	426.34	426.34
- Trade payables			
a. Total outstanding dues of MSME		-	-
b. Total outstanding dues of creditors other than MSME	21	45.40	66.94
- Other financial liabilities	22	792.48	655.19
- Provisions	23	-	0.27
Other current liabilities	24	46.27	80.02
<b>Total Current Liabilities</b>		<b>1,310.48</b>	<b>1,228.76</b>
<b>Total Liabilities</b>		<b>1,971.27</b>	<b>2,129.60</b>
<b>Total Equity and Liabilities</b>		<b>15,907.36</b>	<b>14,392.80</b>

Summary of significant accounting policies and other explanatory information.

The accompanying notes are an integral part of the standalone financial statements.

**For and on behalf of the Board of Directors,  
of Elnet Technologies Limited**

Sd/-  
**Praveen Nair**  
Chairman Director  
DIN: 07923959

Sd/-  
**Unnamalai Thiagarajan**  
Managing Director  
DIN: 00203154

Sd/-  
**R. Ganapathi**  
Director  
DIN: 00103623

Sd/-  
**D Indumathi**  
Chief Financial Officer

Sd/-  
**Ritesh Mishra**  
Company Secretary

**As per our Report of even date  
For Selvam & Suku  
Chartered Accountant  
Firm Registration Number: 003701S  
Sd/-  
P. Nivetha  
Partner  
Membership No. 268215  
Place: Chennai  
Date: May 29, 2024**

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Note No.	For the Year Ended Mar 31, 2024	For the Year Ended Mar 31, 2024
<b>Income</b>			
Revenue from Operations	25	2,614.97	2,460.83
Other Income	26	827.82	610.03
<b>Total Income</b>		<b>3,442.79</b>	<b>3,070.86</b>
<b>Expenses</b>			
Employee Benefits Expense	27	205.63	179.35
Depreciation and Amortisation Expense	28	164.75	256.10
Other Expenses	29	653.10	703.66
Finance Costs	30	65.80	63.82
<b>Total Expenses</b>		<b>1,089.28</b>	<b>1,202.96</b>
<b>Profit Before Tax</b>		<b>2,353.51</b>	<b>1,867.90</b>
Income Tax Expenses			
- Current Tax	31	583.98	482.07
- Current Tax for Prior Periods		0.00	0.00
- Deferred Tax		20.36	16.34
<b>Profit After Tax</b>		<b>1,749.18</b>	<b>1,369.49</b>
Other comprehensive income			
Items that will not be reclassified to profit or loss			
- Remeasurement of post-employment benefit obligations		3.71	(1.44)
- Effect of measuring investments at fair value		0.00	0.94
- Income tax relating to these items		(0.93)	0.36
<b>Other Comprehensive Income/(Expense) for the Year, Net of Tax</b>		<b>2.77</b>	<b>(0.14)</b>
<b>Total comprehensive income for the Financial Year</b>		<b>1,751.95</b>	<b>1,369.36</b>
<b>Earnings Per Share</b>	32		
- Basic earnings per share		43.73	34.24
- Diluted earnings per share		43.73	34.24

Summary of significant accounting policies and other explanatory information.  
The accompanying notes are an integral part of the standalone financial statements.

For and on behalf of the Board of Directors,  
of Elnet Technologies Limited

Sd/-  
Praveen Nair  
Chairman Director  
DIN: 07923959

Sd/-  
Unnamalai Thiagarajan  
Managing Director  
DIN: 00203154

Sd/-  
R. Ganapathi  
Director  
DIN: 00103623

As per our Report of even date  
For Selvam & Suku  
Chartered Accountant  
Firm Registration Number: 0037015

Sd/-  
P. Nivetha  
Partner  
Membership No. 268215

Sd/-  
D Indumathi  
Chief Financial Officer

Sd/-  
Ritesh Shivkumar Mishra  
Company Secretary

Place: Chennai  
Date: May 29, 2024

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year Ended Mar 31, 2024	For the Year Ended Mar 31, 2024
<b>Cash Flow from Operating Activities</b>		
Profit before Income Tax	2,353.51	1,867.90
Adjustments for		
- Depreciation and amortisation expense	164.75	256.10
- (Profit)/Loss on sale of fixed asset	0.00	(10.98)
- Provision/ (Reversal) for Employee Benefits	1.80	(0.95)
- Interest Income on deposits	(800.28)	(582.20)
- Finance Cost	65.80	63.84
<b>Total</b>	<b>1,785.58</b>	<b>1,593.72</b>
<b>Change in Operating Assets and Liabilities</b>		
- (Increase)/decrease in Other Financial Assets	(7,314.13)	51.79
- (Increase)/decrease in Trade Receivables	(10.88)	(36.94)
- (Increase)/decrease in Other Assets	1.89	(263.93)
- Increase/(decrease) in Provisions and Other Liabilities	(134.88)	268.75
- Increase/(decrease) in Trade Payables	(21.54)	25.93
<b>Cash generated from operations</b>	<b>(5,693.96)</b>	<b>1,639.32</b>
Less: Income taxes paid (Net of Refunds)	509.06	(228.81)
<b>Net cash from/ (used in) operating activities (A)</b>	<b>(6,203.02)</b>	<b>1,410.51</b>
<b>Cash Flows from Investing Activities</b>		
- Acquisition of property plant and equipment and Capital work-in-progress	(129.87)	(198.74)
- Proceeds on redemption of investments	0.00	0.00
- Proceeds from disposal of Property, plant and equipment and Capital work-in-progress	0.00	10.98
- Maturity / (Investments in) fixed deposits with banks more than 3 months	5,989.09	(1,530.00)
- Interest Received on Deposits	770.93	233.05
<b>Net cash from/ (used in) Investing Activities (B)</b>	<b>6,630.14</b>	<b>(1,484.71)</b>
<b>Cash Flows from Financing Activities</b>		
- Dividend Paid	(80.00)	(80.00)
- Tax on Dividend	0.00	0.00
<b>Net cash used in Financing Activities (C)</b>	<b>(80.00)</b>	<b>(80.00)</b>
Net increase / (decrease) in Cash and Cash equivalents (A+B+C)	347.12	(154.21)
Cash and Cash Equivalents at the beginning of the Financial Year	1,002.69	1,156.89
<b>Cash and Cash Equivalents at end of the Financial Year</b>	<b>1,349.81</b>	<b>1,002.69</b>
<b>Notes:</b>		
1. Components of Cash and Cash Equivalents		
Balances with banks		
- In current Accounts	159.26	51.84
- In Deposit Accounts	1,190.00	950.00
- Cash-In-Hand	0.55	0.85
<b>Total</b>	<b>1,349.81</b>	<b>1,002.69</b>

a. The above Statement of Cash flows has been prepared under the "Indirect method" as set out in Indian Accounting Standards (Ind As - 7) "Cash flows Statements"

b. The accompanying notes are an integral part of Financial Statements

**For and on behalf of the Board of Directors,  
of Elnet Technologies Limited**

Sd/-  
**Praveen Nair**  
Chairman Director  
DIN: 07923959

Sd/-  
**Unnamalai Thiagarajan**  
Managing Director  
DIN: 00203154

Sd/-  
**R. Ganapathi**  
Director  
DIN: 00103623

Sd/-  
**D Indumathi**  
Chief Financial Officer

Sd/-  
**Ritesh Shivkumar Mishra**  
Company Secretary

Place: Chennai  
Date: May 29, 2024

**As per our Report of even date  
For Selvam & Suku  
Chartered Accountant  
Firm Registration Number: 0037015  
Sd/-  
P. Nivetha  
Partner  
Membership No. 268215**

## **Standalone Statement of Changes in Equity for the year ended 31 March 2024**

(All amounts in ₹ lakhs, unless otherwise stated)

### **(A). EQUITY SHARE CAPITAL:**

Particulars	Number of Shares	Amount
Equity shares of ₹ 10 each issued, subscribed and fully paid		
<b>As on 01 April, 2022</b>	40,00,007	400.00
Shares issued during the year		
<b>As on 31 March, 2023</b>	40,00,007	400.00
Shares issued during the year		
<b>As on 31 March, 2024</b>	40,00,007	400.00

### **B. OTHER EQUITY:**

Particulars	Reserves and Surplus					Total
	General Reserve	Retained Earnings	Other Reserves - Capital Subsidy	Remeasurement of defined benefit plans	Equity Instruments through Other Comprehensive Income	
<b>As on 1 April 2022</b>	<b>2,912.21</b>	<b>7,543.26</b>	<b>25.75</b>	<b>3.01</b>	<b>89.61</b>	<b>10,573.85</b>
Profit for the year (restated)	0.00	1,369.49	0.00	0.00	0.00	1,369.49
Other comprehensive income	0.00	0.00	0.00	(1.08)	0.94	(0.14)
Payment of dividend	0.00	(80.00)	0.00	0.00	0.00	(80.00)
<b>As on 31 March 2023</b>	<b>2,912.21</b>	<b>8,832.75</b>	<b>25.75</b>	<b>1.93</b>	<b>90.55</b>	<b>11,863.20</b>
Profit for the year	0.00	1,749.17	0.00	0.00	0.00	1,749.17
Other comprehensive income	0.00	0.00	0.00	3.71	0.00	3.71
Payment of dividend	0.00	(80.00)	0.00	0.00	0.00	(80.00)
<b>As on 31 March 2024</b>	<b>2,912.21</b>	<b>10,501.92</b>	<b>25.75</b>	<b>5.64</b>	<b>90.55</b>	<b>13,536.08</b>

#### 4. PROPERTY, PLANT AND EQUIPMENT:

Tangible Assets														
Particulars	Land	Buildings	Plant and Machinery	Electrical Fittings	Furniture & Fixture	Fit outs	Computers	Air Conditioners	UPS	Others	Photocopier Machine	Multi-level Car Park	Vehicles	Total
Cost as on March 31, 2022	23.49	2,212.76	138.62	296.72	72.77	967.45	19.76	106.97	54.96	21.55	0.96	94.99	65.39	4,076.39
Additions		12.10		42.08	49.37	62.85	0.36	44.86		9.21				220.83
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Cost as on March 31, 2023	23.49	2,224.86	138.62	338.80	122.14	1,030.30	20.12	151.83	54.96	30.76	0.96	94.99	65.39	4,297.22
Additions		23.26	4.45	6.92	27.44	28.84	0.59	34.10		1.40		2.87		129.87
Disposals													(36.82)	(36.82)
Cost as on Mar 31, 2024	23.49	2,248.12	143.07	345.72	149.58	1,059.15	20.70	185.94	54.96	32.16	0.96	97.86	28.57	4,390.28
Depreciation/Amortisation														
As on March 31, 2022	-	340.42	137.25	188.56	72.09	772.09	11.82	76.24	54.96	16.03	0.93	85.12	65.18	1,820.67
Charge for the year	-	62.82	0.63	31.38	2.02	141.24	4.14	9.97		2.83	0.03	0.91	0.14	256.10
Disposals	-	-	-	-									-	-
As on March 31, 2023	-	403.24	137.88	219.94	74.11	913.33	15.96	86.21	54.96	18.86	0.96	86.03	65.32	2,076.77
Charge for the year	-	48.02	0.61	40.74	6.27	47.98	3.30	12.91		3.93		0.95	0.05	164.75
Disposals	-												(36.82)	(36.82)
As on Mar 31, 2024	-	451.26	138.49	260.67	80.38	961.31	19.26	99.11	54.96	22.79	0.96	86.99	28.55	2,204.70
Net Block														
As on March 31, 2022	23.49	1,872.35	1.37	108.16	0.68	195.36	7.94	30.73	-	5.52	0.03	9.86	0.21	2,255.72
As on March 31, 2023	23.49	1,821.63	0.74	118.87	48.03	116.97	4.16	65.63	-	11.90	0.00	8.94	0.07	2,220.45
As on March 31, 2024	23.49	1,796.85	4.59	85.05	69.21	97.84	1.44	86.82	-	9.37	0.00	10.87	0.02	2,185.57

## Notes to Financial Statements for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

### 5. CAPITAL WORK IN PROGRESS:

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Capital work in progress	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>

### 6. NON-CURRENT ASSETS - FINANCIAL ASSETS - INVESTMENTS:

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Investments in Equity shares in Others FVTOCI	0.00	0.00
<b>Traded Unquoted</b>		
3,025,300 Equity Shares (As on March 31, 2023 - 3,025,300) of Rs.10/- each fully paid up in IG3 Infra Ltd (Formerly known as Indian Green Grid Group Ltd)	<b>423.54</b>	<b>423.54</b>
<b>Total non-current investments</b>		
Aggregate cost of unquoted investments	<b>302.53</b>	<b>302.53</b>

### 7. OTHER NON-CURRENT FINANCIAL ASSETS:

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
(Unsecured, Considered Goods)		
Security Deposits		
Land Lease Deposit	10.03	09.33
Security deposit with electricity and other departments	77.80	57.58
Bank Deposits with more than 12 months maturity	550.00	6,560.00
<b>Total</b>	<b>637.83</b>	<b>6,626.91</b>

### 8. INCOME TAX ASSETS (NET):

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Advance tax and tax deducted at source (net)	-58.44	16.48
Salary Advance	0.00	0.00
<b>Total</b>	<b>(58.44)</b>	<b>16.48</b>

### 9. OTHER NON-CURRENT ASSETS:

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
(Unsecured, Considered Goods)		
Capital Advance	0.00	0.00
Lease Prepayments	792.55	804.79
<b>Total</b>	<b>792.55</b>	<b>804.79</b>

## 10. CURRENT ASSETS - FINANCIAL ASSETS: TRADE RECEIVABLES:

(Outstanding for a period exceeding 6 months from due date of payment)

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Unsecured		
- Considered good	259.87	267.44
- Credit Impaired		
Less - Allowance for doubtful receivables	(7.00)	(25.46)
<b>Total</b>	<b>252.87</b>	<b>241.99</b>

### 10.1 TRADE RECEIVABLES AGEING SCHEDULE AS ON 31 MAR 2024:

Particulars	Outstanding for following periods from due date of receipt						
	Not Due	More than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
1. Undisputed Trade Receivables Considered Good	0.00	187.88	0.00	6.57	32.17	33.26	259.87
2. Undisputed Trade Receivables – Which have significant increase in Credit Risk	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3. Undisputed Trade Receivables – Credit Impaired	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4. Disputed Trade Receivables – Considered Good	0.00	0.00	0.00	0.00	0.00	0.00	0.00
5. Disputed Trade Receivables – Which have significant increase in Credit Risk	0.00	0.00	0.00	0.00	0.00	0.00	0.00
6. Disputed Trade Receivables – Credit Impaired	0.00	(0.81)	(3.04)	(3.15)	0.00	0.00	(7.00)
7. Unbilled Revenue	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>187.07</b>	<b>(3.04)</b>	<b>3.42</b>	<b>32.17</b>	<b>33.26</b>	<b>252.87</b>

### 10.2 TRADE RECEIVABLES AGEING SCHEDULE AS ON 31 MAR 2023:

Particulars	Outstanding for following periods from due date of receipt						
	Not Due	More than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
1. Undisputed Trade Receivables Considered Good	0.00	178.52	10.70	40.23	35.58	0.07	265.10
2. Undisputed Trade Receivables – Which have significant increase in Credit Risk	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3. Undisputed Trade Receivables – Credit Impaired	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4. Disputed Trade Receivables – Considered Good	0.00	1.69	0.65	0.00	0.00	0.00	2.34
5. Disputed Trade Receivables – Which have significant increase in Credit Risk	0.00	0.00	0.00	0.00	0.00	0.00	0.00
6. Disputed Trade Receivables – Credit Impaired	0.00	0.00	(9.29)	(10.69)	(5.49)	0.00	(25.47)
7. Unbilled Revenue	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>180.21</b>	<b>2.06</b>	<b>29.54</b>	<b>30.09</b>	<b>0.07</b>	<b>241.99</b>

## 11. CASH AND CASH EQUIVALENTS:

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Cash and Cash Equivalents		
Balances with banks:		
- On current accounts	159.26	51.84
- Deposits with original maturity of less than three months	1,190.00	950.00
Cash on hand	0.55	0.85
<b>Total</b>	<b>1,349.81</b>	<b>1,002.69</b>

## **12. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Fixed Deposits (maturing after 3 months within 12 months from end of the reporting date)	9,785.00	2,470.00
In earmarked bank accounts		
Unpaid Dividend Account	15.75	16.62
<b>Total</b>	<b>9,800.75</b>	<b>2,486.62</b>

## **13. OTHER FINANCIAL ASSETS:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
(Unsecured, Considered Good)		
Interest Accrued but not Due on Deposits	486.04	522.49
<b>Total</b>	<b>486.04</b>	<b>522.49</b>

## **14. OTHER CURRENT ASSETS:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
(Unsecured, Considered Good)		
Advances to Suppliers	1.66	1.17
Advances to Employees	0.58	0.96
Balance with government authorities - Input tax credit receivable	0.00	0.00
Stores	0.00	0.00
Stock -Access Card	0.00	0.00
Compensation deposit receivable	0.00	0.00
Prepaid Expenses	11.21	39.45
Accruals	40.00	0.00
Others	10.03	11.54
<b>Total</b>	<b>63.47</b>	<b>53.12</b>

## **15. EQUITY SHARE CAPITAL:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
<b><u>Authorised Share Capital</u></b>		
Equity Share Capital	500.00	500.00
<b>5,000,000 Equity shares @ Rs. 10.00/- each</b>	<b>500.00</b>	<b>500.00</b>
Issued, Subscribed and paid-up Share Capital	0.00	0.00
Equity Share Capital	400.00	400.00
<b>Total</b>	<b>400.00</b>	<b>400.00</b>



## NOTES:

- a. Reconciliation of the Shares Outstanding at the beginning and at the end of the reporting Financial Year  
Equity Shares:

Particulars	As on Mar 31, 2024		As on Mar 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	40,00,007	400.00	40,00,007	400.00
Add: Changes during the year	0.00	0.00	0.00	0.00
Outstanding at the end of the year	<b>40,00,007</b>	<b>400.00</b>	<b>40,00,007</b>	<b>400.00</b>

- b. There is no movement in the number of equity shares during the year and in the previous year.
- c. Rights, preferences and restrictions in respect of equity shares issued by the Company are as follows:
- The company has only one class of equity shares having a par value of Rs.10 each. Each holder of Equity shares is entitled to one vote per share rank Pari-Passu in all respects including voting rights and entitlement to dividend.
  - The board of directors at its meeting held on 29<sup>th</sup> July 2024 has recommended for the dividend of Rs. 1.70 per equity share held (Previous year Rs. 2.00 per equity share held) at 17% (previous year 20%) on Equity shares. The recommended dividend is subject to the approval of shareholders of the Company in the ensuing 33<sup>rd</sup> Annual General Meeting of the company.
  - In the event of liquidation, shareholders will be entitled to receive the remaining assets of the company after distribution of all preferential amounts. The distribution will be proportionate to the number of equity shares held by the shareholder.
- d. Shareholders holding more than 5% of the total share capital:

Name of the share holder	As on Mar 31, 2024		As on Mar 31, 2023	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Equity shares				
Electronics Corporation of Tamil Nadu Limited	10,40,006	26.00%	10,40,006	26.00%
Stur Technologies Pvt Ltd	4,50,000	11.25%	4,50,000	11.25%
Southern Projects Management Pvt Ltd	2,54,371	6.36%	2,54,371	6.36%
Shanmugam Thiagarajan	3,69,483	9.24%	3,69,483	9.24%

- e. Details of shares held by promoters at the end of the Financial Year:

Promoter Name	As on Mar 31, 2024		As on Mar 31, 2023	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Equity shares				
Electronics Corporation of Tamil Nadu Limited	10,40,006	26.00%	10,40,006	26.00%
Stur Technologies Pvt Ltd	4,50,000	11.25%	4,50,000	11.25%
Southern Projects Management Pvt Ltd	2,54,371	6.36%	2,54,371	6.36%
Shanmugam Thiagarajan	3,69,483	9.24%	3,69,483	9.24%
Stur Projects Management Private Limited	1	0.00%	1	0.00%
<b>Total</b>	<b>21,13,861</b>	<b>52.85%</b>	<b>21,13,861</b>	<b>52.85%</b>

## 16. OTHER EQUITY:

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
General Reserve	2,912.21	2,912.21
Retained earnings	10,501.92	8,832.75
Other Reserves - Capital Subsidy	25.75	25.75
Actuarial movement through Other Comprehensive Income	5.65	1.94
Reserve for equity instruments through Other Comprehensive Income	90.55	90.55
<b>Total</b>	<b>13,536.09</b>	<b>11,863.20</b>

### a) GENERAL RESERVE:

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Balance at the beginning of the year	2,912.21	2,912.21
Additions during the year	0.00	0.00
<b>Total</b>	<b>2,912.21</b>	<b>2,912.21</b>

- The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to Statement of Profit or Loss.

### b) RETAINED EARNINGS:

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Balance at the beginning of the Financial Year	8,832.75	7,543.26
Net profit for the Financial Year	1,749.17	1,369.49
Dividend	-80.00	(80.00)
<b>Total</b>	<b>10,501.92</b>	<b>8,832.75</b>

- Retained earnings represents the Company's undistributed earnings after taxes.
- The Board has recommended on 29th May 2024 a dividend of Rs. 1.70/- per share (17%) subject to the approval of the shareholders at the ensuing 33rd Annual General Meeting.

### c) OTHER RESERVES - CAPITAL SUBSIDY:

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Balance at the beginning of the year	25.75	25.75
Additions during the year	-	-
<b>Balance at the end of the year</b>	<b>25.75</b>	<b>25.75</b>

- As per the provisions of G.O.M.S.No.149 Industries dated April 01,1991 the company was granted a Capital Subsidy in the year 1995 of Rs.25.75 Lakhs. Items included in the reserve will not be reclassified subsequently to Statement of Profit or Loss.

**d) ACTUARIAL MOVEMENT THROUGH OTHER COMPREHENSIVE INCOME:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Balance at the beginning of the year	1.94	3.02
Additions during the year	3.71	(1.08)
<b>Balance at the end of the year</b>	<b>5.65</b>	<b>1.94</b>

**e) RESERVE FOR EQUITY INSTRUMENTS THROUGH OTHER COMPREHENSIVE INCOME:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Balance at the beginning of the year	90.55	89.61
Effect of measuring investments at fair value	-	0.94
<b>Balance at the end of the year</b>	<b>90.55</b>	<b>90.55</b>

- The company has elected to recognise changes in fair values of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI Equity investments reserve within equity.

**17. OTHER FINANCIAL LIABILITIES:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Non-Cancellable Compensation Deposits	546.55	734.31
Token Deposit	9.73	9.64
<b>Total</b>	<b>556.27</b>	<b>743.95</b>

**17a. OTHER NON-CURRENT LIABILITIES:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Unamortised Interest income	102.46	155.08
<b>Total</b>	<b>102.46</b>	<b>155.08</b>

**18. PROVISION NON-CURRENT:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Provision for Employee Benefits		
- Compensated absences (Refer Note 40)	2.06	1.82
<b>Total</b>	<b>2.06</b>	<b>1.82</b>

## 19. DEFERRED TAX LIABILITY/ (ASSET) – NET:

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
<b>Deferred Tax Liability</b>		
- On Fixed Assets	0.00	0.00
- Deferred Tax created on OCI Items	29.65	30.46
	<b>29.65</b>	<b>30.46</b>
<b>Deferred Tax Asset</b>		
- On Fixed Assets	(1.85)	14.31
- On expenses allowable for tax on payment basis	4.87	9.88
- Amortisation of Land Registration Charges	0.00	0.00
	<b>3.02</b>	<b>24.19</b>
<b>Net deferred tax Assets</b>	<b>26.62</b>	<b>6.27</b>

## 20. BORROWINGS (UNSECURED):

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Loans and advances from Related Parties*		
- Stur Technologies Private Limited	426.34	426.34
<b>Total</b>	<b>426.34</b>	<b>426.34</b>

## 21. TRADE PAYABLES:

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
<b>Trade Payables</b>		
- Total Outstanding due to MSME	0.00	0.00
- Total Outstanding due to creditors other than MSME	45.40	66.94
<b>Total</b>	<b>45.40</b>	<b>66.94</b>

- Refer to Note 34 for dues to enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 which is on the basis of such parties having been identified by the management and relied upon by the auditors.

### 21.1.A. TRADE PAYABLE AGEING SCHEDULE AS ON 31 MARCH 2024:

Particulars	Outstanding for following periods from due date of receipt						Total
	Accrued Expenses	Not Due	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	
1. Micro and Small Enterprises	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2. Others	38.01	16.53	23.91	0.00	0.00	0.00	45.40
3. Disputed - Micro and Small Enterprises	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4. Disputed - Other	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>38.01</b>	<b>16.53</b>	<b>23.91</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>45.40</b>

## **21.1.B. TRADE PAYABLE AGEING SCHEDULE AS ON 31 MARCH 2024:**

Particulars	Outstanding for following periods from due date of receipt						Total
	Accrued Expenses	Not Due	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	
1. Micro and Small Enterprises	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2. Others	41.50	0.00	25.44	0.00	0.00	0.00	66.94
3. Disputed - Micro and Small Enterprises	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4. Disputed - Other	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>41.50</b>	<b>0.00</b>	<b>25.44</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>66.94</b>

## **22. OTHER FINANCIAL LIABILITIES (OTHER THAN THOSE SPECIFIED ABOVE):**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Cancellable Compensation Deposit	744.36	466.64
Compensation Deposit-maturing in 1 year (non-cancellable)	19.13	156.90
Unpaid Dividend	15.75	16.62
Interest on disputed dividend (net)	1.47	1.47
Advance from customers	-	-
Employee benefits payable	6.46	6.85
Security Deposit	5.31	6.71
<b>Total</b>	<b>792.48</b>	<b>655.19</b>

## **23. PROVISIONS (CURRENT):**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
<b>Provision for employee benefits</b>		
- Compensated absences (Refer Note 40)	0.00	0.27
<b>Total</b>	<b>0.00</b>	<b>0.27</b>

## **24. OTHER CURRENT LIABILITIES:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Statutory dues payable	32.55	35.06
Gratuity payable (Refer Note 40)	1.16	4.03
CSR Payable	-	31.94
Ex-Gratia Payable	12.37	7.67
Sitting Fees Payable	0.19	1.32
<b>Total</b>	<b>46.27</b>	<b>80.02</b>

## **25. REVENUE FROM OPERATIONS:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
<b>Sale of Services</b>		
Compensation Income	2,125.67	2,026.15
Other operating revenues	489.30	434.68
<b>Total</b>	<b>2,614.97</b>	<b>2,460.83</b>

## **26. OTHER INCOME:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Interest Income	800.28	594.44
Other Non-Operating Income	27.54	15.59
<b>Total Other Income</b>	<b>827.82</b>	<b>610.03</b>
1. Interest Income on Financial instruments measured at amortized cost		
- On Deposits	800.28	594.44
- On Loans to Employees	0.00	0.00
- Interest on Income Tax refund	0.00	0.00
<b>Total</b>	<b>800.28</b>	<b>594.44</b>
2. Other Non-Operating Income comprises of		
- Profit on sale of PPE	0.00	10.98
- Miscellaneous Income	27.54	4.61
<b>Total</b>	<b>27.54</b>	<b>15.59</b>

## **27. EMPLOYEE BENEFITS EXPENSE:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Salaries and Wages	182.97	163.66
Contributions to provident and other funds	15.76	12.57
Staff welfare expenses	6.91	3.13
<b>Total</b>	<b>205.63</b>	<b>179.35</b>

## **28. DEPRECIATION AND AMORTISATION EXPENSE:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Depreciation of property, plant and equipment	164.75	256.10
<b>Total</b>	<b>164.75</b>	<b>256.10</b>

## 29. OTHER EXPENSES:

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Electricity	311.76	266.72
Diesel	18.34	12.84
Water	15.31	27.43
Rent (Refer Note - 37)	12.24	12.24
Repairs and Maintenance	-	-
- Buildings	40.72	55.52
- Machinery	6.04	12.98
- Others	67.51	81.69
Insurance	9.05	9.91
Rates and Taxes	64.83	65.60
Communication Expenses	1.88	2.88
Travelling and Conveyance	2.04	4.25
Printing and Stationery	1.22	2.47
Business Promotion Expenses	4.27	26.18
Legal and Professional Charges	45.45	52.01
Payments to Auditors (Refer Note – 29a)	7.00	7.00
Sitting Fees to Directors	7.63	8.05
Contribution towards Corporate Social Responsibility (Refer Note- 29b)	34.61	31.94
Brokerage and Commission	0.39	0.45
Miscellaneous Expenses	2.80	5.02
Provision for doubtful debts	0.00	18.46
<b>Total</b>	<b>653.10</b>	<b>703.66</b>

### 29a. PAYMENTS TO AUDITORS:

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
For Statutory Audit	4.50	4.50
For Tax Audit	1.00	1.00
For Limited Reviews	1.50	1.50
<b>Total</b>	<b>7.00</b>	<b>7.00</b>

### 29b. EXPENDITURE ON CORPORATE SOCIAL RESPONSIBILITY:

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Amount required to be spent on CSR during the Financial Year	<b>34.61</b>	<b>31.94</b>
Amount of expenditure during the year on		
- Construction and/ or acquisition of any asset	0.00	0.00
- Other purposes [other than (i) above]	0.00	0.00
Donation to Park Development and Community Infrastructure in Tamil Nadu Development Board Housing Complex	28.00	0.00
Donation to Action for rural improvement	6.61	10.00
Donation to The Spastics Society of Tamilnadu	0.00	10.00
Donation to Cancer Institute WIA	0.00	11.94
<b>Total</b>	<b>34.61</b>	<b>31.94</b>

### **30. FINANCE COSTS:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Implicit Interest on Security Deposits	65.79	63.84
Interest Paid on Income-Tax	-	-
Bank Charges	0.01	0.01
<b>Total</b>	<b>65.80</b>	<b>63.85</b>

### **31. INCOME TAX EXPENSES:**

#### **31.A. INCOME TAX EXPENSES:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Current Tax		
- Current Tax on profits for the Financial Year	583.98	477.27
- Adjustments in respect of Current Income-Tax of Previous Year	0.00	4.80
<b>Total Current Tax Expenses</b>	<b>583.98</b>	<b>482.07</b>
Deferred tax		
- Deferred Tax Adjustments	20.36	16.34
<b>Total Deferred tax expense/(benefit)</b>	<b>20.36</b>	<b>16.34</b>
<b>Total Income-Tax Expense</b>	<b>604.33</b>	<b>498.41</b>

#### **31.B. RECONCILIATION OF TAX EXPENSE AND ACCOUNTING PROFIT FOR THE YEAR IS AS UNDER:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Profit Before Tax	2,353.51	1,867.90
Income tax expense calculated 25.17% (Previous Year - 25.17%) (Refer Note 31 (c) below)	592.38	470.15
Tax Effect on non-deductible expenses (Net)	0.00	28.26
<b>Tax Expense as per Statement of Profit and Loss</b>	<b>592.38</b>	<b>498.41</b>

#### **31.C.1. MOVEMENT OF DEFERRED TAX EXPENSE DURING THE YEAR ENDED MAR 31, 2024**

Deferred tax (liabilities)/assets in relation to:	Opening balance	Recognised in profit or (loss)	Recognised in Other Comprehen- sive income	Closing Balance
Property, Plant, and Equipment and Intangible Assets	14.31	(15.92)	0.00	(1.61)
Remeasurement of Financial Instruments under Ind AS	(30.46)	0.00	0.00	(30.46)
Other Temporary Differences	9.88	(4.54)	0.00	5.34
<b>Total</b>	<b>(6.27)</b>	<b>(20.46)</b>	<b>0.00</b>	<b>(26.73)</b>



### 31.C.2. MOVEMENT OF DEFERRED TAX EXPENSE DURING THE YEAR ENDED MAR 31, 2024:

Deferred tax (liabilities)/assets in relation to:	Opening balance	Recognised in profit or (loss)	Recognised in Other Comprehensive income	Closing Balance
Property, Plant, and Equipment and Intangible Assets	23.55	(9.24)	-	14.31
Remeasurement of Financial Instruments under Ind AS	(30.60)	-	0.14	(30.46)
Other Temporary Differences	15.82	(5.94)	-	9.88
<b>Total</b>	<b>8.77</b>	<b>(15.18)</b>	<b>0.14</b>	<b>(6.27)</b>

### 32. EARNINGS PER SHARE:

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Profit for the year attributable to owners of the Company	1,749.17	1,369.49
Weighted average number of ordinary shares outstanding	40,00,007	40,00,007
Basic earnings per share (Rs)	43.73	34.24
Diluted earnings per share (Rs)	43.73	34.24

- Earnings per Share (EPS) is determined based on the Net profit/Loss attributable to the Shareholders. Basic EPS is computed using the weighted average numbers of shares. Diluted earnings per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the period, except where the result would be anti-dilutive.

### 33. EXPENDITURE IN FOREIGN CURRENCY:

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Expenditure in Foreign Currency	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>

### 34. DISCLOSURES REQUIRED BY THE MSME DEVELOPMENT (MSMED) ACT, 2006 ARE AS UNDER:

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
a) The principal amount and the interest due thereon remaining unpaid to any suppliers as at the end of each	0.00	0.00
b) The amount of interest paid by the buyer in terms of Section 16, along with the amount of the payment	0.00	0.00
c) The amount of interest due and payable for the period of delay in making the payment (which have been paid but beyond the appointed date during the year) but without adding the interest specified under this Act.	0.00	0.00
d) The amount of interest accrued and the remaining unpaid at the end of each Accounting Year. and	0.00	0.00
e) The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance as a deductible expenditure under Section 23	0.00	0.00

- Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified based on information collected by the management represents the principal amount payable to these enterprises. There is no interest due and outstanding as at the reporting date.

### **35. COMMITMENTS AND CONTINGENT LIABILITIES:**

#### **A) CAPITAL COMMITMENTS:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Estimated Amount of contracts remaining to be executed on Capital Account	0.00	0.00

#### **B) CONTINGENT LIABILITIES:**

#### **CLAIMS AGAINST THE COMPANY NOT ACKNOWLEDGED AS DEBT**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Land Lease Deposit:	1,385.72	1,273.50
Service Tax	136.59	136.59
<b>Total</b>	<b>1,522.31</b>	<b>1,410.09</b>

- The Company has received the letter dt.26.10.2023 from Electronics Corporation of Tamil Nadu (ELCOT) on 28.10.2023 demanding interest on delayed payment of Lease deposit amounting to Rs.1385.72 Lakhs for the period starting from the year 2000-01 to 26th Oct 2023. The management based on its assessment and legal advice obtained is confident of the outcome of the matters in its favour and hence no provision is required.
- During the Financial Year 2020-21, the Company has received service tax demand order passed by additional commissioner of GST and Central Excise for Rs. 136.59 lakhs on treating reimbursement of electricity charges as taxable services for the period from May 2015 to June 2017. The Company has filed appeal before Divisional Bench of CESTAT in July'21 and the matters is pending to be heard. The management based on its assessment and legal advice obtained is confident of the outcome of the matters in its favour.

### **36. LEASES:**

#### **A. THE COMPANY AS A LESSEE (REFER NOTE 4(A))**

#### **AMOUNTS RECOGNISED IN STATEMENT OF PROFIT AND LOSS ACCOUNT:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Variable Lease Payments	12.24	12.24

#### **THE COMPANY AS A LESSOR:**

- Operating leases relate to the properties owned by the company with lease terms of between 1 to 5 years, with an option to extend for further period. All operating lease contracts contain market review clauses if the lessee exercises its option to renew. The lessee does not have an option to purchase the property at the expiry of the lease period.

**B. AMOUNTS RECOGNISED IN STATEMENT OF PROFIT AND LOSS ACCOUNT:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Lease Income for Operating Leases	2,125.67	2,026.15

**C. MATURITY ANALYSIS ON LEASE PAYMENTS RECEIVABLE:**

**FUTURE MINIMUM LEASE PAYMENTS UNDER NON-CANCELLABLE OPERATING LEASES:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Not later than 1 year	1,737.51	1,657.82
Later than 1 year but not later than 5 years	3,239.26	3,556.68
Later than 5 years	-	-
<b>Total</b>	<b>4976.77</b>	<b>5214.50</b>

**37. RELATED PARTY DISCLOSURE:**

**A. LIST OF PARTIES HAVING SIGNIFICANT INFLUENCE:**

a)	Holding company	The Company does not have any holding company
b)	Entity having significant Influence	Electronics Corporation of Tamil Nadu Ltd (ELCOT)
c)	Other Enterprises with which promoter has significant influence	- Stur Technologies Pvt Ltd - IG3 Infra Ltd
d)	Key Management Personnel	- Mrs. Unnamalai Thiagarajan - Mrs. D Indumathi - Mr. Ritesh Mishra

**B. TRANSACTIONS DURING THE FINANCIAL YEAR:**

Sr. No.	Nature of transactions	As on Mar 31, 2024	As on Mar 31, 2023
a)	Electronics Corporation of Tamil Nadu Ltd (ELCOT) – Sitting Fees	1.12	1.05
b)	Mr. Unnamalai Thiagarajan – Remuneration	14.00	14.00
c)	Mrs. D Indumathi		
	- Remuneration	7.91	1.03
	- Contribution to PF and Other Funds	0.48	0.06
d)	Mr. Ritesh Shivkumar Mishra		
	- Remuneration	9.02	1.17
	- Contribution to PF and Other Funds	0.53	0.07

### C. BALANCES OUTSTANDING AT THE END OF THE FINANCIAL YEAR:

Sr. No.	Nature of transactions	As on Mar 31, 2024	As on Mar 31, 2023
a)	Electronics Corporation of Tamil Nadu Ltd (ELCOT) - Deposit given for leasehold land (At Face Value)	1,103.25	1,103.25
b)	Stur Technologies Private Limited - Unsecured Loans - Interest on disputed dividend	426.34 1.46	426.34 1.46

### D. INVESTMENT IN EQUITY SHARES (AT COST):

Sr. No.	Nature of transactions	As on Mar 31, 2024	As on Mar 31, 2023
a)	IG3 Infra Ltd (Formerly Indian Green Grid Group Ltd)	302.53	302.53

## 38. FINANCIAL INSTRUMENTS:

### CAPITAL MANAGEMENT:

The Company's capital management objective is to maximise the total shareholder return by optimising cost of capital through flexible capital structure that supports growth. Further, the Company ensures optimal credit risk profile to maintain/enhance credit rating.

For the purposes of the Company's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders.

The following table summarises the capital of the Company:

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Equity	13,936.09	12,263.20
Debt	426.34	426.34
<b>Net Debt to Equity Ratio</b>	<b>3.06</b>	<b>3.48</b>

### Fair Value Measurements:

The following table shows the carrying amounts and fair values of financial assets and financial liabilities including their levels in fair value hierarchy.

### Categories of Financial Instruments:

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
<b>Financial assets</b>		
<b>a. Measured at amortised cost</b>		
- Other Non-Current Financial Assets	10.03	9.33
<b>b. Mandatorily measured at fair value through profit or loss (FVTPL)</b>		
- Investments - Level 1	0.00	0.00
<b>c. Mandatorily measured at Fair Value through other Comprehensive Income (FVTOCI)</b>		
- Investments - Level 2	423.54	423.54
<b>Financial Liabilities</b>		
<b>a. Measured at Amortised Cost</b>		
- Other Non-Current Financial Liabilities	556.27	743.95
- Other Financial Liabilities	763.49	623.54

### Financial Risk Management Objectives:

The Company's activities expose it to a variety of financial risks, credit risks, liquidity risks and market risks.

The Company's board of directors has overall responsibility for the establishment and oversight of the risk management framework.

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

### Market risk:

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The Company's activities do not have any exposure to such risks.

### Foreign Currency Risk Management & Sensitivity Analysis:

The Company's operations do not involve transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations does not arise. Accordingly, the Company does not have any exposure to such risks.

There are no hedged or unhedged foreign currency exposure outstanding as of March 31, 2024 & March 31, 2023.

### Interest Rate Risk Management & Sensitivity Analysis:

The Company has only interest free short-term borrowings and accordingly is not exposed to interest rate risk.

### **Credit Risk Management:**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company is not subject to major credit risk as the majority of its trade receivables are covered by means of interest free security deposit taken at the inception of the agreement.

### **Exposure to Credit Risk:**

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure is the total of the carrying number of balances with banks, short term deposits with banks, trade receivables, margin money and other financial assets excluding equity investments.

#### **(a) Trade Receivables:**

Trade receivables are consisting of a large number of customers. The Company has credit evaluation policy for each customer and based on the evaluation, credit limit of each customer is defined. Wherever the Company assesses the credit risk as high, the exposure is backed by security deposits taken at the time of entering into agreement with the customers.

The Company does not have higher concentration of credit risks to a single customer. As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default in payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

#### **(b) Investments, Cash and Cash Equivalents and Bank Deposits:**

Credit Risk on cash and cash equivalents, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions, who have been assigned high credit rating by international and domestic rating agencies.

Investments of surplus funds are made only with approved Financial Institutions/Counterparty. Investments primarily include investment in units of quoted Mutual Funds, etc. These Mutual Funds and Counterparties have low credit risk.

### **Liquidity Risk Management:**

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company invests its surplus funds in bank fixed deposit and mutual funds, which carry minimal mark to market risks. The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

### **Liquidity Tables:**

The following tables 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.

As on March 31, 2024	Due in 3 months	Due in 3 months to 1 <sup>st</sup> Year	Due in 1 <sup>st</sup> to 5 <sup>th</sup> Year	Due after 5 <sup>th</sup> Year	Total Carrying amount
Borrowings	426.34	0.00	0.00	0.00	426.34
Trade Payables	45.40	0.00	0.00	0.00	45.40
Cancellable & Non-Cancellable Deposits	566.41	87.45	665.91	0.00	1,319.77
Other Financial Liabilities	5.31	23.68	0.00	0.00	28.99
<b>Total</b>	<b>1,043.45</b>	<b>111.13</b>	<b>665.91</b>	<b>0.00</b>	<b>1,820.49</b>

As on March 31, 2023	Due in 3 months	Due in 3 months to 1 <sup>st</sup> Year	Due in 1 <sup>st</sup> to 5 <sup>th</sup> Year	Due after 5 <sup>th</sup> Year	Total Carrying amount
Borrowings	426.34	-	-	-	426.34
Trade Payables	66.94	-	-	-	66.94
Cancellable & Non-Cancellable Deposits	490.31	69.95	807.22	-	1,367.48
Other Financial Liabilities	6.71	24.94	-	-	31.65
<b>Total</b>	<b>990.30</b>	<b>94.88</b>	<b>807.22</b>	<b>-</b>	<b>1,892.41</b>

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required):	0.00	0.00

### **39. OPERATING SEGMENTS:**

- The company is engaged in the business of 'Developing and maintaining integrated software technology parks' and therefore, has only one reportable segment in accordance with Ind AS 108 'Operating Segments'. The Company's revenue is generated only within India and all operating assets are also located only in India. Accordingly, no disclosure relating to geographical location is applicable.

### **40. EMPLOYEE BENEFIT OBLIGATION:**

The Company has in accordance with the IND AS -19 'Employee Benefits' calculated various benefits provided to employees as under:

#### **DEFINED CONTRIBUTION PLANS:**

The total expense recognised in profit or loss of Rs.15.76 lakhs (for the year ended March 31, 2023: Rs. 12.57 lakhs) represents contribution paid to these plans by the Company at rates specified in the rules of the plan.

#### **DEFINED BENEFIT PLANS:**

In respect of Gratuity plan and Compensated absences plan, the most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as on March 31, 2024. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit cost method. The following table sets forth the status of the Gratuity Plan & Compensated absences plan of the Company and the amount recognised in the Balance Sheet and Statement of Profit and Loss. The Company provides the gratuity benefit through annual contributions to insurer managed funds. These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, demographic risk and salary risk.

### **RISK EXPOSURE:**

"Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

The Gratuity scheme is a Defined Benefit Plan that provides for a lump sum payment made on exit either by way of retirement, death, disability or voluntary withdrawal. The benefits are defined based on final salary and the period of service and paid as lump sum at exit. The Plan design means the risks commonly affecting the liabilities and the financial results are expected to be."

### **INTEREST RATE RISK:**

The defined benefit obligation calculated using a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

### **DEMOGRAPHIC RISK:**

The company has used certain mortality and attrition assumptions in valuation of the liability. The company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

### **SALARY RISK:**

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability. In respect of the plan in India, the most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as of March 31, 2024 by Mr. Srinivasan Naga subramanian, Fellow of the Institute of Actuaries of India. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method. No other post-retirement benefits are provided to these employees.

### **(A) GRATUITY:**

Gratuity is payable as per Payment of Gratuity Act, 1972. In terms of the same, gratuity is computed by multiplying last drawn salary (basic salary including dearness Allowance if any) by completed years of continuous service with part thereof in excess of six months and again by 15/26. The Act provides for a vesting period of 5 years for withdrawal and retirement and a monetary ceiling on gratuity payable to an employee on separation, as may be prescribed under the Payment of Gratuity Act, 1972, from time to time. However, in cases where an enterprise has more favourable terms in this regard the same has been adopted.

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Mortality Table	Indian Assured Lives (2006-08) Ultimate	Indian Assured Lives (2006-08) Ultimate
Discount Rate	7.25% p.a.	7.55% p.a.
Rate of increase in compensation level	10.00% p.a.	10.00% p.a.
Employee Attrition rate	10.00% p.a.	10.00% p.a.
Rate of Return on Plan Assets	7.55% p.a.	7.10% p.a.

- The estimate of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.



**AMOUNTS RECOGNISED IN TOTAL COMPREHENSIVE INCOME IN RESPECT OF THESE GRATUITY PLAN IS AS FOLLOWS:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Current service cost	1.57	1.02
Net interest expense	0.69	0.70
Return on plan assets (excluding amounts included in net interest expense)	(0.42)	(0.53)
<b>Components of defined benefit costs recognised in profit or loss</b>	<b>1.84</b>	<b>1.19</b>

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Remeasurement on the net defined benefit liability comprising	(3.71)	1.44
<b>Components of defined benefit costs recognised in other comprehensive income</b>	<b>(3.71)</b>	<b>1.44</b>

- i. The current service cost and the net interest expense for the year are included in the 'employee benefits expense' in profit or loss.
- ii. The remeasurement of the net defined benefit liability is included in other comprehensive income.

**THE AMOUNT INCLUDED IN THE BALANCE SHEET ARISING FROM THE COMPANY'S OBLIGATION IN RESPECT OF ITS GRATUITY PLAN IS AS FOLLOWS:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Present value of defined benefit obligation	8.41	9.20
Fair value of plan assets	(7.17)	(5.17)
<b>Net liability/ (asset) arising from defined benefit obligation</b>	<b>1.25</b>	<b>4.03</b>
Funded	1.25	4.03
<b>Total</b>	<b>1.25</b>	<b>4.03</b>

**MOVEMENTS IN THE PRESENT VALUE OF THE DEFINED BENEFIT OBLIGATION IN THE CURRENT YEAR WERE AS FOLLOWS:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Opening defined benefit obligation	9.20	13.03
Current service cost	1.57	1.02
Interest cost	0.69	0.70
Actuarial (gains)/losses	(3.04)	0.88
Benefits paid	0.00	(6.43)
<b>Closing defined benefit obligation</b>	<b>8.42</b>	<b>9.20</b>

**MOVEMENTS IN THE FAIR VALUE OF THE PLAN ASSETS IN THE CURRENT YEAR WERE AS FOLLOWS:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Opening fair value of plan assets	5.17	9.79
Return on plan assets	0.42	0.53
Contributions	0.91	1.84
Benefits paid	0.00	(6.43)
Actuarial gains/(loss)	0.67	(0.56)
<b>Closing fair value of plan assets</b>	<b>7.17</b>	<b>5.17</b>

**SENSITIVITY ANALYSIS:**

- Sensitivity analysis presented above may not be 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. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the 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 the balance sheet.
- There was no change in the methods of assumptions used in preparing the sensitivity analysis from prior years.

**MATURITY PROFILE OF BENEFIT PAYMENTS:**

Incidence of Payment	March 31, 2024
By the end of First Year	31,878
Between Year 1 and Year 2	25,195
Between Year 2 and Year 3	24,257
Between Year 3 and Year 4	23,405
Between Year 4 and Year 5	3,60,663
Between Year 5 and Year 10	88,077

**(B) COMPENSATED ABSENCES:**

The compensated absences scheme is a final salary defined benefit plan, that provides for a lumpsum payment at the time of separation; based on scheme rules the benefits are calculated on the basis of last drawn salary and the leave count at the time of separation and paid as lumpsum.

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Mortality Table	Indian Assured Lives (2006-08) Ultimate	Indian Assured Lives (2006-08) Ultimate
Discount Rate	7.55% p.a.	7.15% p.a.
Rate of salary escalation	10.00% p.a.	10.00% p.a.
Employee Attrition rate	10.00% p.a.	10.00% p.a.

- The estimate of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

**AMOUNTS RECOGNISED IN TOTAL COMPREHENSIVE INCOME IN RESPECT OF THESE DEFINED BENEFIT PLANS ARE AS FOLLOWS:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Current service cost	1.68	0.26
Net interest expense	0.01	0.12
Actuarial (gains)/losses recognised during the period	0.00	0.00
Return on plan assets (excluding amounts included in net interest expense)	0.00	0.00
<b>Total</b>	<b>1.69</b>	<b>0.38</b>

**THE AMOUNT INCLUDED IN THE BALANCE SHEET ARISING FROM THE COMPANY'S OBLIGATION IN RESPECT OF ITS DEFINED BENEFIT PLANS IS AS FOLLOWS:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Present value of defined benefit obligation	2.06	2.09
Fair value of plan assets	0.00	0.00
Actuarial (gains)/losses recognised during the period	0.00	0.00
Return on plan assets (excluding amounts included in net interest expense)	0.00	0.00
<b>Total</b>	<b>2.06</b>	<b>2.09</b>

**MOVEMENTS IN THE PRESENT VALUE OF THE DEFINED BENEFIT OBLIGATION IN THE CURRENT YEAR WERE AS FOLLOWS:**

Particulars	As on Mar 31, 2024	As on Mar 31, 2023
Opening defined benefit obligation	2.10	4.24
Current service cost	1.68	0.26
Interest cost	0.01	0.12
Actuarial (gains)/losses	0.00	0.00
Benefits paid	(1.72)	(2.52)
<b>Total</b>	<b>2.06</b>	<b>2.10</b>

- As the Company does not have any plan assets, the movement of present value of defined benefit obligation and fair value of plan assets has not been presented.

**SENSITIVITY ANALYSIS:**

- Sensitivity analysis presented above may not be 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. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the 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 the balance sheet.
- There was no change in the methods of assumptions used in preparing the sensitivity analysis from prior years.

#### **41. DETAILS OF BENAMI PROPERTY HELD:**

The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

#### **42. RELATIONSHIP WITH STRUCK OFF COMPANIES UNDER SECTION 248 OF THE COMPANIES ACT, 2013 OR SECTION 560 OF COMPANIES ACT, 1956:**

<b>Sr. No.</b>	<b>Name of Struck off Company</b>	<b>Nature of Transactions with struck-off company</b>	<b>Relationship with the struck off company, if any</b>	<b>Balance Outstanding as at current period</b>	<b>Balance Outstanding as at previous period</b>
<b>1.</b>	J A Financial and Management Consultants Private Limited	Shares held by struck off Company	Shareholders	15 shares	15 shares
<b>2.</b>	Vaishak Shares Limited	Shares held by struck off Company	Shareholders	1 Shares	1 Shares

**43.** The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued.

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

**44.** The financial statements were approved for issue by the Board of Directors on 29<sup>th</sup> May 2024.

**45.** The figures for the previous year have been reclassified/regrouped wherever necessary for better understanding and comparability.

#### 46. KEY FINANCIAL RATIOS:

Key financial ratios with details of significant changes in FY 2023-24 compared to FY 2022-23 is as follows:

Particulars	Formulas	FY 2023-24	FY 2022-23	Change	Reason for change
Current Ratio	Current Asset / Current Liabilities	9.12	3.51	1.60	Due to increase in Current Liabilities
Debt-Equity Ratio	Total Debt / Shareholders Equity	0.03	0.03	(0.12)	Due to increase in Inter-corporate loans from related party
"Debt Service Coverage Ratio (in times)"	Earnings available for debt service / Debt Service	464%	396%	0.17	Due to increase in Earnings
Return on Equity (%)	Net Profits after taxes – Preference Dividend (if any) / Average Shareholder's Equity	12.55%	11.17%	12.39%	Due to increase in profits in the current year
Inventory Turnover Ratio	Cost of Goods Sold or Sales / Average Inventory	NA	NA	NA	NA
Trade Receivables Ratios (in times)	Net Credit sales / Average Trade Debtors (or) Accounts receivable	10.57	11.01	-0.04	Due to decrease in revenue
Trade Payables Ratios (in times)	Net Credit Purchases / Average Trade Payables	NA	NA	NA	NA
Net Capital Turnover Ratio	Net Sales / Average Working Capital	0.25	0.80	(0.6927)	Due to decrease in revenue and increase in working capital
Net Profit Margin (%)	Net profit after tax / Net Sales	66.89%	55.65%	20.20%	Due to increase in profits in the current year
Return on Capital Employed (%)	Earnings Before Interest and tax / Capital employed	17%	15%	10.65%	Due to increase in profits in the current year
Return on Investments	$MV(T_0) + \text{Sum} [W(t) * C(t)] / MV(T_0) + \text{Sum} [W(t) * C(t)]$	NA	NA	NA	NA

**For and on behalf of the Board of Directors,  
of Elnet Technologies Limited**

**Sd/-  
Praveen Nair  
Chairman Director  
DIN: 07923959**

**Sd/-  
Unnamalai Thiagarajan  
Managing Director  
DIN: 00203154**

**Sd/-  
R. Ganapathi  
Director  
DIN: 00103623**

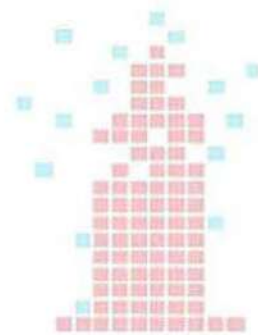
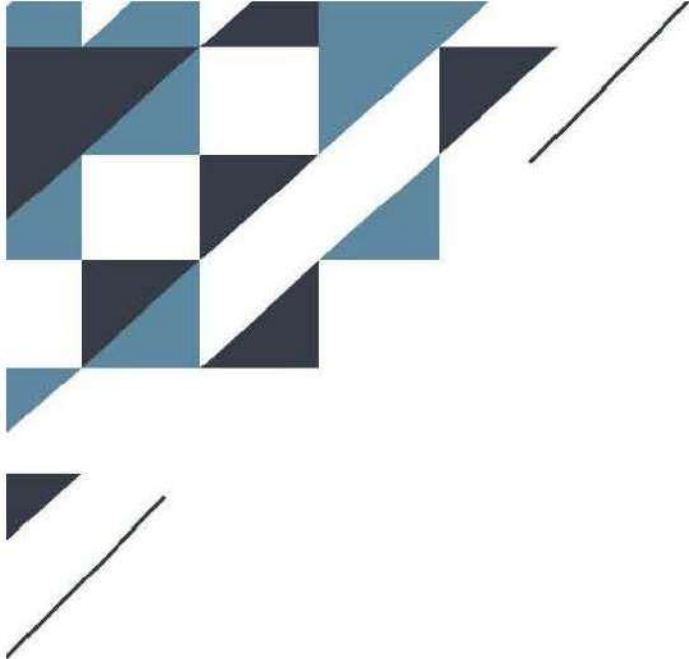
**As per our Report of even date  
For Selvam & Suku  
Chartered Accountant  
Firm Registration Number: 0037015**

**Sd/-  
P. Nivetha  
Partner  
Membership No. 268215**

**Sd/-  
D Indumathi  
Chief Financial Officer**

**Sd/-  
Ritesh Shivkumar Mishra  
Company Secretary**

**Place:** Chennai  
**Date:** May 29, 2024



**Elnet Technologies Limited,  
Elnet Software City,  
TS 140, Block No.2 & 9,  
Rajiv Gandhi Salai, Taramani,  
Chennai – 600 113, Tamil Nadu, India  
E-Mail : [elnetcity@gmail.com](mailto:elnetcity@gmail.com)  
CIN : L72300TN1990PLC019459**

