

JYOTHI INFRAVENTURES LIMITED

CIN: L45203TG1995PLC019867

Registered Office: Flat No: 704, "D" Block, Tower A, Aparna heights, Kondapur Main Road, Laxmi Nagar, Kondapur, Hyderabad, Telangana. 500084

Email Id: cs@jyothiinfra.com

Ph-No: +91 8639410322

Website: www.jyothiinfra.com

Date: 27.06.2024

To

BSE Limited
P.J. Towers, Dalal Street,
Mumbai-400001

Unit: Jyothi Infraventures Limited (Scrip Code: 531537)

Sub: Submission of 29th AGM Annual Report for the Financial Year 2023-24 under Regulation 34 of SEBI (LODR) Regulation 2015

Dear Sir/ Madam,

In Compliance with Regulation 34 of SEBI (LODR) Regulations 2015, we are herewith submitting the 29th AGM Annual Report for the Financial Year 2023-24 of the Company, which is being dispatched to our shareholders on 27.06.2024. The Annual General Meeting of the company is scheduled to be held on Friday, 19th of July, 2024 at 11.00 A.M. through Video Conference "VC" / Other Audio-Visual Means.

This is for the information and records of the exchange, please.

Thanking You.

**Yours sincerely,
For Jyothi Infraventures Limited**

**Jhansi Sanivarapu
Whole-time director & CFO
(DIN: 03271569)**

JYOTHI INFRAVENTURES LIMITED

29th ANNUAL REPORT

2023-24

JYOTHI INFRAVENTURES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS:

1. Mrs. Jhansi Sanivarapu - Whole-Time Director (DIN: 03271569)
2. Mrs. Priyanka Agarwal - Independent Director (DIN: 10315690)
3. Mr. Kancharla Rajasekhara Reddy - Independent Director (DIN: 10451577)
4. Mr. Shivashankar Reddy Gopavarapu - Independent Director (DIN: 10039853)

CHIEF FINANCIAL OFFICER:

Mrs. Jhansi Sanivarapu

COMPANY SECRETARY & COMPLIANCE OFFICER:

Mr. Chakravarthi Srinivasan

REGISTERED OFFICE:

Flat No 704 D Block Tower A,
Aparna heights, Kondapur Main Road,
Laxmi Nagar, Kondapur,
K.V.Rangareddy, Serilingampally,
Telangana-500084

STATUTORY AUDITORS:

M/s. Ravi & Co. Chartered Accountants
Circuit House Road
Hanumkonda Warangal-506001

INTERNAL AUDITORS:

M/s N G Rao & Associates.,
Chartered Accountants,
H.No: 6-3-1186/A/6, 2nd Floor,
Chinna Balreddy Building,
Begumpet, Hyderabad- 500016

SECRETARIAL AUDITOR

Ms. Aakanksha
Practicing Company Secretary
Hyderabad.

CIN: L45203TG1995PLC019867

ISIN: INE681K01026

BANKERS:

State Bank of India
23, H NO8-2-603, 3&15,
Road No. 10, Banjara Hills,
Hyderabad, Telangana 500034

AUDIT COMMITTEE:

- | | | |
|--------------------------------------|---|----------|
| 1. Mr. Kancharla Rajasekhara Reddy | - | Chairman |
| 2. Mrs. Priyanka Agarwal | - | Member |
| 3. Mr. Shivashankar Reddy Gopavarapu | - | Member |

NOMINATION & REMUNERATION COMMITTEE:

- | | | |
|--------------------------------------|---|----------|
| 1. Mr. Kancharla Rajasekhara Reddy | - | Chairman |
| 2. Mrs. Priyanka Agarwal | - | Member |
| 3. Mr. Shivashankar Reddy Gopavarapu | - | Member |

STAKEHOLDER RELATIONSHIP COMMITTEE:

- | | | |
|--------------------------------------|---|----------|
| 1. Mr. Kancharla Rajasekhara Reddy | - | Chairman |
| 2. Mrs. Priyanka Agarwal | - | Member |
| 3. Mr. Shivashankar Reddy Gopavarapu | - | Member |

LISTED: BSE Limited

REGISTRAR & SHARE TRANSFER AGENTS:

XL Softech Systems Ltd 3,
Sagar Society, Road No. 2,
Banjara Hills, Hyderabad-500034.
Phone No.23545913, Fax:23553214

CONTACT DETAILS:

E-Mail: cs@jyothiinfra.com

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the shareholders of Jyothi Infraventures Limited for FY 2023-24 will be held on Friday, the 19th day of July, 2024 at 11:00 a.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2024 and the Statement of Profit & Loss and cash flow statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mrs. Jhansi Sanivarapu (DIN: 03271569) who retires by rotation and being eligible, offered herself for re-appointment. (Brief Profile: **Annexure I** to this Notice).
3. Appointment of M/s. Pundarikashyam and Associates, Chartered Accountants as the Statutory Auditors of the company for the period of Five years.

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 read with The Companies [Audit and Auditors] Rules, 2014 and other applicable provisions [including any modification or re-enactment thereof] if any, of the Companies Act, 2013 and provisions of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and pursuant to the approval and recommendations of the Audit Committee and Board of Directors, M/s. Pundarikashyam and Associates, Chartered Accountants (Firm Registration No. 011330S) who had submitted their written consent and a certificate indicating that they satisfy the prescribed criteria, be and is hereby appointed as the Statutory Auditors of the Company in place of M/s. V Ravi & Co., Chartered Accountants whose tenure comes to end at this Annual general Meeting, to hold the office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the 34th Annual General Meeting of the Company at a remuneration of Rs. 2,00,000/- plus GST and out of pocket expenses on actual basis.”

“RESOLVED FURTHER THAT Mr. Chakravarthi Srinivasan, Company Secretary and Compliance officer of the Company be and is hereby authorised to do all acts, deeds and

things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

SPECIAL BUSINESS:

4. APPOINTMENT OF MRS. PRIYANKA AGARWAL (DIN: 10315690) AS AN INDEPENDENT DIRECTOR OF THE COMPANY (Brief Profile: Annexure I to this Notice)

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of SEBI (LODR) Regulations, 2015 and pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors in their meeting held on 23.04.2024, Mrs. Priyanka Agarwal (DIN: 10315690) who was appointed as an additional Director of the Company in the Independent category, and holds office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from 23.04.2024 to 22.04.2029, not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** Mr. Chakravarthi Srinivasan, Company Secretary and Compliance officer of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

5. APPOINTMENT OF MR. KANCHARLA RAJASEKHARA REDDY (DIN: 10451577) AS AN INDEPENDENT DIRECTOR OF THE COMPANY: (Brief Profile: Annexure I to this Notice).

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and

the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of SEBI (LODR) Regulations, 2015 and pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors in their meeting held on 23.04.2024, Mr. Kancharla Rajasekhara Reddy (DIN: 10451577), who was appointed as additional Director of the Company in the Independent category, on recommendation of Nomination and Remuneration Committee, in the board meeting held on 23.04.2024 and holds office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from 23.04.2024 to 22.04.2029, not liable to retire by rotation.”

“RESOLVED FURTHER THAT Mr. Chakravarthi Srinivasan, Company Secretary and Compliance officer of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

6. INCREASING THE BORROWING LIMITS OF THE COMPANY UP TO RS. 100 CRORES:

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to the Board to borrow such sum or sums of monies in any manner from time to time at their discretion, for the purpose of the business of the Company, with or without security and upon such terms and conditions as they may think fit, which together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), may exceed at any time, the aggregate of the existing paid-up capital of the Company, free reserves and securities premium (that is to say, reserves, not set apart for any specific purpose), provided that the total amount so borrowed shall not at any time exceed Rs.100 crores (Rupees One Hundred crores only), on the terms and conditions as it may think fit.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

7. CREATION OF CHARGE ON THE ASSETS OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 179(3), 180(1)(a) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to transfer whole or substantially whole of the undertaking of the Company in certain events in favour of Banks / Financial Institutions, other investing agencies/lenders and trustees for the holders of debentures / bonds / other instruments to secure rupee / foreign currency loans and / or the issue of debentures whether partly/ fully/ non-convertible and / or securities linked to Equity shares and / or rupee foreign currency convertible bonds and / or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre- payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said loans, for which the charge is to be created, shall not, at any time exceed the limit of Rs. 100 Crores (Rupees One Hundred Crores only).”

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

**For and on behalf of the Board
Jyothi Infraventures Limited**

**Place: Hyderabad
Date: 27.06.2024**

**Jhansi Sanivarapu
Whole-time Director & CFO
(DIN: 03271569)**

**EXPLANATORY STATEMENT
PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

FOR ITEM NO: -3

M/s. V Ravi & Co., Chartered Accountants was appointed as the Statutory Auditors of the Company in the Annual General Meeting held on 30.09.2019 for five years from the conclusion of the 24th Annual General Meeting till the conclusion of the 29th Annual General Meeting to be held in the year 2023-24.

As the term of M/s. V Ravi & Co., Chartered Accountants ends in the upcoming Annual general meeting, the Board of Directors in its meeting held on 27.06.2024 has appointed M/s. Pundarikashyam and Associates, Chartered Accountants as the Statutory Auditors of the Company for the period of five years from the conclusion of the 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting, subject to the approval of the shareholders in the ensuing Annual General Meeting.

The Audit Committee recommended the appointment of M/s. Pundarikashyam and Associates, Chartered Accountants, as the Company's new Statutory Auditor. The Board in its meeting held on 27.06.2024 approved the appointment of M/s. Pundarikashyam and Associates, Chartered Accountants, Hyderabad, as Statutory Auditor of the Company subject to approval of shareholders of the Company.

Accordingly, it is recommended to appoint M/s. Pundarikashyam and Associates, Chartered Accountants., as the Statutory Auditors of the Company for a period of 5 years from conclusion of this 29th Annual General Meeting until the conclusion of 34th Annual General Meeting of the Company at a remuneration of Rs. 2,00,000/- p.a. plus out of pocket expenses on actual basis.

The Company has received consent letter and eligibility certificate from M/s. Pundarikashyam and Associates., Chartered Accountants to act as Statutory Auditor of the Company along with confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Brief Profile

The Firm has been established in the year 2006. The firm is undertaking the activities in areas relating to Audit & Accounts, Taxation Matters and Financial Consultancy etc. The Firm is also providing various financial and advisory services in the areas of Direct & Indirect Taxes, preparation of Project Reports, preparation of proposals, and arrangement of project finance. The firm is also providing all types of financial, consultancy and advisory services in the areas of project finance etc right from Incorporation of the Company / LLP etc.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Sl No.	Particulars	Details
1.	Proposed fees payable to the statutory auditor(s) along with terms of appointment	Proposed fees payable is Rs. 2,00,000/- p.a. plus applicable taxes and out of pocket expenses on actual basis. Terms of appointment – from conclusion of this 29 th AGM until conclusion of 34 th Annual General Meeting.
2.	Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	The proposed fee payable to the auditor commensurate with the coverage, functions, size of the Company & volume of operations.
3.	Basis of Recommendation for appointment/ Re-appointment	The Audit Committee and the Board of Directors, while recommending the appointment of M/s. Pundarikashyam and Associates as the Statutory Auditor of the Company, have taken into consideration, among other things, the credentials of the firm, proven track record for the firm and eligibility criteria prescribed under the Act.
4.	Credentials of the statutory auditor	As mentioned above

The Board of Directors recommends the Ordinary Resolution as set out in item no.3 of the Notice of AGM for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

ITEM NO 4:

APPOINTMENT OF MRS. PRIYANKA AGARWAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Mrs. Priyanka Agarwal was appointed as an Additional Director of the Company on 23.04.2024 in terms of Section 161 (1) of the Companies Act, 2013 and provisions of SEBI (LODR) Regulations, 2015 in the category of ‘Non-Executive Independent’, who shall hold office up to the date of the next annual general meeting or the last date on which the annual

general meeting should have been held, whichever is earlier and is eligible for appointment to the office of a Director at General Meeting in terms of Section 160 of the Companies Act, 2013.

Accordingly, in order to ensure compliance with the provisions of SEBI (LODR) Regulations, 2015 and Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mrs. Priyanka Agarwal as 'Non-executive Independent Director' for a term up to 5 consecutive years commencing from the date of her appointment as an Additional Director i.e. w.e.f. 23.04.2024 to 22.04.2029.

Accordingly, the Board of Directors recommends the passing of the above resolution as Special Resolution as set out in the item no.4 of the notice for appointment of Mrs. Priyanka Agarwal as an independent director.

Except Mrs. Priyanka Agarwal, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the resolution as set out in the notice.

ITEM NO 5:

APPOINTMENT OF MR. KANCHARLA RAJASEKHARA REDDY AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Kancharla Rajasekhara Reddy was appointed as an Additional Director of the Company on 23.04.2024 in terms of Section 161 (1) of the Companies Act, 2013 and provisions of SEBI (LODR) Regulations, 2015 in the category of 'Non-Executive Independent', who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and are eligible for appointment to the office of a Director at General Meeting in terms of Section 160 of the Companies Act, 2013.

Accordingly, in order to ensure compliance with the provisions of SEBI (LODR) Regulations, 2015 and Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Kancharla Rajasekhara Reddy as 'Non-executive Independent Director' for a term up to 5 consecutive years commencing from the date of his appointment as an Additional Director i.e. w.e.f. 23.04.2024 to 22.04.2029.

Accordingly, the Board of Directors recommends the passing of the above resolution as Special Resolution as set out in the item no.5 of the notice for appointment of Mr. Kancharla Rajasekhara Reddy as an independent director.

Except Mr. Kancharla Rajasekhara Reddy, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the resolution as set out in the notice.

ITEM NOS. 6 & 7:

INCREASING THE BORROWING LIMITS OF THE COMPANY UP TO RS. 100 CRORES AND CREATION OF CHARGE ON THE ASSETS OF THE COMPANY:

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/ or Financial Institutions and / or any other lending institutions and/or Bodies Corporate and / or such other persons / individuals as may be considered fit, in the best interest of the Company. Accordingly, it is proposed to increase the maximum borrowing limits to Rs. 100 Crores (Rupees Hundred Crores Only) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher and also to create such charges, mortgages and hypothecations, on the movable and immovable properties of the Company, both present and future, in such manner as the Board may deem fit, to provide security to the lenders in respect of such borrowings in terms of Section 180 (1) of the Companies Act, 2013. Pursuant to section 180(1)(c) of the Companies Act, 2013 the Board of Directors of a Company may borrow any amount which, together with any amount already borrowed by the Company, exceeds the aggregate amount of the paid-up capital, free reserves and securities premium of the Company, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), only with the consent of the Members of the Company by way of a Special Resolution.

Your Directors recommend the Resolution Nos. 6 and 7 of the Notice for the approval of the Members as Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company, their relatives are in any way, concerned or interested, financially or otherwise, in the above said resolutions.

**For and on behalf of the Board
Jyothi Infraventures Limited**

**Place: Hyderabad
Date: 27.06.2024**

**Jhansi Sanivarapu
Whole-time Director & CFO
(DIN: 03271569)**

ANNEXURE-I: ITEM NO. 2, 4 & 5 OF THE NOTICE.

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

As required under regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment/re-appointment are given as under:

Name of the Director	Mrs. Priyanka Agarwal (DIN:10315690)	Mr. Kancharla Rajasekhara Reddy (DIN:10451577)	Mrs. Jhansi Sanivarapu (DIN:03271569)
Date of Birth and Age	26-08-1997 Age 26 Years.	14-05-1989 Age 35 Years.	03-09-1969 Age 54
Brief Resume	Mrs. Priyanka Agarwal is a Commerce Graduate and also completed executive course of ICSI.	Mr. K. Rajasekhara Reddy is a Graduate from JNTU University with Master of technology in computer Science and currently working as an Infra Architect in IT Industry.	Mrs. Jhansi Sanivarapu is, a Commerce Graduate and also have done BEd. She has vast experience in Teaching and have been faculty in many leading schools and colleges in Hyderabad, particularly affiliated to Osmania University. She is one of the squad members appointed by the Osmania University for graduate and post graduate courses.
Expertise in specific functional areas	Expert in the field of Secretarial works and Compliances related to listed and unlisted Companies.	Expert in the field of Infrastructure Designing & Architecture.	Expert in the field of Human Resources, accounts and Technical.

<p>Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years</p>	<p>Mrs. Priyanka Agarwal is holding Directorships in Cura Technologies Limited, Midland Polymers Limited & Bandaram Pharma Packtech Limited and is also a member in Stakeholders relationship Committee & Chairperson in Audit Committee of Midland Polymers Limited & member in Nomination & Remuneration Committee in Cura Technologies Limited</p>	<p>Mr. K. Rajasekhara Reddy is holding a Directorship and also is a member of Audit Committee and Chairperson in Nomination & Remuneration Committee and Stakeholders relationship Committee in Cura Technologies Limited.</p>	<p>Mrs. Jhansi Sanivarapu is holding Directorship in Midland Polymers Limited and also member in Audit Committee and Chairperson in Nomination & Remuneration Committee and Stakeholders relationship Committee in Midland Polymers Limited.</p>
<p>Shareholding of non-executive Directors.</p>	<p>NA</p>	<p>NA</p>	<p>NA</p>
<p>Inter se relationship with any Director</p>	<p>NIL</p>	<p>NIL</p>	<p>NIL</p>
<p>Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements (In Case of Independent Director)</p>	<p>Mrs. Priyanka Agarwal is an expert in Secretarial Compliances will help the company in strengthening the Corporate Governance of the Company.</p>	<p>Mr. K. Rajasekhara Reddy is an expert in Technology and will help the company in strengthening the Technology of the Company.</p>	<p>Expert in the field of Human Resources, accounts and Technical.</p>

**For and on behalf of the Board
Jyothi Infraventures Limited**

**Place: Hyderabad
Date: 27.06.2024**

**Jhansi Sanivarapu
Whole-time Director & CFO
(DIN: 03271569)**

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by Covid -19”, General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021 Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as “the Circulars”), 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 Annual General Meeting (“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.

Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

2. The Deemed Venue of the 29th AGM of the Company shall be its Registered Office.
3. Since the AGM will be held through VC / OAVM (e-AGM), the Route Map for venue of AGM is not annexed to the Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum of the AGM under Section 103 of the Act.

5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Ordinary/Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
6. In pursuance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, details in respect of the Directors seeking appointment/re-appointment at the AGM, form part of this Annual Report.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and May 13, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 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.
9. 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.
10. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13,2020, the Notice calling the AGM has been uploaded on the website of the Company at www.jyothiinfra.com. The Notice can also be accessed from the website of the Stock

Exchange i.e., BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com.

12. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No.17/2020 dated April13,2020 and MCA Circular No.20/2020 dated May05, 2020, May 13, 2022.

13. The company has appointed Mr. Vivek Surana, Practicing Company Secretary, as scrutinizer of the company to scrutinize the voting process.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 16.07.2024 at 09.00 A.M and ends on 18.07.2024 at 05.00 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 (record date) of 12.07.2024 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 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.

- (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 in order to access e-Voting facility.

Pursuant to abovesaid 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
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able</p>

to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL**

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (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 & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website 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 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 Shareholders holding shares in Demat Form and other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

- (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 <Jyothi Infraventures 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 & enter the details as prompted by the system.
- (xvi) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xvii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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; cs@jyothiinfra.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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@jyothiinfra.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@jyothiinfra.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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 Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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.
4. If 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 or contact at 022-23058738 and 022-23058542/43.
5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 or call on 022-23058542/43.

**For and on behalf of the Board
Jyothi Infraventures Limited**

**Place: Hyderabad
Date: 27.06.2024**

**Jhansi Sanivarapu
Whole-time Director
(DIN: 03271569)**

DIRECTORS' REPORT

To
The Members of Jyothi Infraventures Limited

We have pleasure in presenting the 29th Directors' Report together with the audited Financial Statements for the year ended 31st March, 2024.

1. FINANCIAL SUMMARY/HIGHLIGHTS:

The performance of the Company during the year has been as under:

(Rs.in lakhs)

Particulars	FY 2023-2024	FY 2022-2023
Revenue from Operations	-	-
Other Income (Including Exceptional Items)	-	-
Total Expenses	63.12	0.27
Profit Before Tax	(187.71)	(0.27)
Less: Provision for Taxation	-	-
Profit / (Loss) After Tax	(187.71)	(0.27)
Other Comprehensive Income	-	-
Total Comprehensive Income	(187.71)	(0.27)
Earning per Equity Share (for Continued and discontinued operation)	(12.91)	(0.02)
Basic Diluted (in Rs.)	(12.91)	(0.02)

2. REVIEW OF OPERATIONS:

During the Year under the review, the Company has recorded Nil revenue and incurred a net loss of Rs. 187.71 Lakhs as against the net loss of Rs. 0.27 Lakhs in the previous financial year ending 31.03.2023.

3. BUSINESS UPDATE AND STATE OF COMPANY'S AFFAIRS:

The information on Company's affairs and related aspects are provided under Management Discussion and Analysis report, in compliance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 and forms part of this Report.

4. RESERVES:

The Closing balance of reserves, including retained earnings, of the Company as at March 31st 2024 is Rs. (416.20) Lakhs.

5. DIVIDEND:

Your directors have decided not to recommend dividend for the year 2023-24.

6. CHANGE IN THE NATURE OF THE BUSINESS, IF ANY:

During the period under review and the date of Board's Report there was no change in the nature of Business.

7. MATERIAL CHANGES & COMMITMENT AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There are no major material changes and commitments affecting the financial position of the Company after the end of the financial year and up to date of this report (i.e., 27.06.2024).

8. REVISION OF FINANCIAL STATEMENTS:

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

9. SHARE CAPITAL:

The Authorised share capital of the Company as on 31.03.2024 is Rs. 6,25,00,000/- divided into 62,50,000 equity shares of Rs.10/- each.

The Paid up share capital of the Company as on 31.03.2024 is Rs. 1,54,78,830/- divided into 15,47,883 equity shares of Rs.10/- each.

10. APPOINTMENT / RE-APPOINTMENT / RESIGNATION / RETIREMENT OF DIRECTORS /CEO/ CFO AND KEY MANAGERIAL PERSONNEL:

Sl.no	Name of the Director/KMP	Appointment/Cessation	Designation	Date of event
1	Mrs. Jhansi Sanivarapu	Appointment	Whole-time Director and CFO	19.06.2023
2	Mr. Shiva Shankar Reddy Gopavarapu	Appointment	Independent director	19.06.2023
3	Mrs. T. Sailaja	Cessation	Whole-time Director	19.06.2023
4.	Mr. Sujan challagulla	Cessation	Whole-time Director	19.06.2023
5	Mr. Kata Rajendra Prasad	Cessation	CFO	07.02.2024
6	Mr. Srinivasa Raju Godavarthi	Cessation	Executive Director	23.04.2024
7	Mr. Sambasiva Prasad Edara	Cessation	Independent Director	23.04.2024
8	Mrs. Kata Ruchika	Cessation	Independent Director	23.04.2024
9	Mr. Chakravarthi Srinivasan	Appointment	Company Secretary and Compliance officer	01.02.2024
10	Mrs. Priyanka Agarwal	Appointment	Independent Director	23.04.2024
11	Mr. Kancharla Rajasekhara Reddy	Appointment	Independent Director	23.04.2024

The Board places on record its sincere appreciation for the services rendered by Mrs. T. Sailaja, Mr. Sujan challagulla, Mr. Kata Rajendra Prasad, Mr. Srinivasa Raju Godavarthi, Mr. Sambasiva Prasad Edara & Mrs. Kata Ruchika during their tenure.

11. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received declarations from all the Independent Directors of the Company to the effect that they are meeting the criteria of independence as provided in Sub-Section (6)

of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct.

In terms of Regulations 25(8) of the Listing Regulations, the Independent Directors 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 with an objective independent judgment and without any external influence.

12. BOARD MEETINGS:

The Board of Directors duly met Seven (07) times during the financial year from 1st April 2023 to 31st March 2024. The dates on which the meetings were held are 29.05.2023, 19.06.2023, 14.08.2023, 14.11.2023, 25.01.2024, 01.02.2024 and 07.02.2024.

13. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

Independent Directors are familiarized about the Company's operations and businesses. Detailed presentations on important policies of the Company is also made to the directors. Direct meetings with the Chairman are further facilitated to familiarize the incumbent Director about the Company/its businesses and the group practices.

14. POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE:

1. Scope:

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

2.1 "Director" means a director appointed to the Board of a Company.

2.2 "Nomination and Remuneration Committee" means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and reg. 19 of SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015.

2.3 "Independent Director" means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

3.1. Qualifications and criteria

3.1.1 The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.

3.1.2 In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:

- General understanding of the Company's business dynamics, global business and social perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;

Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

3.1.3 The proposed appointee shall also fulfil the following requirements:

- shall possess a Director Identification Number;
- shall not be disqualified under the Companies Act, 2013;
- shall Endeavour to attend all Board Meeting and wherever he is appointed as a Committee Member, the Committee Meeting;
- shall abide by the code of Conduct established by the Company for Directors and senior Management personnel;
- shall disclose his concern or interest in any Company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and other relevant laws.

3.1.4 The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

3.2 Criteria of independence

3.2.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually.

The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.

3.2.2 The criteria of independence shall be in accordance with guidelines as laid down in Companies Act, 2013 and reg. 16(1) (b) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

3.2.3 The Independent Director shall abide by the "Code for Independent Directors "as specified in Schedule IV to the companies Act, 2013.

3.3 Other Directorships/ Committee Memberships

3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as Director of the Company. The NR Committee shall take into account the nature of, and the time involved in a Director Service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

A Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.

3.3.3 A Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed Company.

3.3.4 A Director shall not be a member in more than 10 committees or act as chairman of more than 5 committees across all companies in which he holds directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 shall be excluded.

Remuneration policy for Directors, key managerial personnel and other employees

1. Scope:

1.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

2. Terms and Reference:

In this policy the following terms shall have the following meanings:

2.1 "Director" means a Director appointed to the Board of the Company.

2.2 "key managerial personnel" means

(i) The Chief Executive Officer or the Whole-time director or the manager;

(ii) The Company secretary;

(iii) The whole-time director;

(iv) The chief finance Officer; and

(v) Such other office as may be prescribed under the companies Act, 2013

2.3 "Nomination and Remuneration Committee" means the committee constituted by Board in accordance with the provisions of section 178 of the companies Act, 2013 and reg. 19 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

3.1 Remuneration to Executive Director and Key Managerial Personnel

3.1.1 The Board on the recommendation of the Nomination and Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Director of the Company within the overall approved by the shareholders.

3.1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the Company.

3.1.3 The Remuneration structure to the Executive Director and key managerial personnel shall include the following components:

- (i) Basic pay
- (ii) Perquisites and Allowances
- (iii) Commission (Applicable in case of Executive Directors)
- (iv) Retrial benefits
- (v) Annual performance Bonus

3.1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance Bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

3.2 Remuneration to Non-Executive Directors

3.2.1 The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders as per provisions of the Companies act.

3.2.2 Non-Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non-Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

3.3. Remuneration to other employees

3.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

15. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134(3)(c) and 134(5) of the Companies Act, 2013 and on the basis of explanation given by the executives of the Company and subject to disclosures in the Annual Accounts of the Company from time to time, we state as under:

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

2. That the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the Directors have prepared the annual accounts on a going concern basis;
5. That the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
6. That 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.

16. INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”) read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (“IEPF”), constituted by the Central Government.

During the Year, no amount of dividend was unpaid or unclaimed for a period of seven years and therefore no amount is required to be transferred to Investor Education and Protection Fund under the Section 125(1) and Section 125(2) of the Act.

17. TRANSFER OF SHARES AND UNPAID/UNCLAIMED AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”) read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (“IEPF”), constituted by the Central Government.

During the Year, no amount of dividend was unpaid or unclaimed for a period of seven years and therefore no amount is required to be transferred to Investor Education and Provident Fund under the Section 125(1) and Section 125(2) of the Act.

15. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/ JOINT VENTURES:

The Company has no subsidiary Companies as on 31st March 2024.

16. ANNUAL RETURN:

As required pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an annual return is disclosed on the website: www.jyothiinfra.com

17. AUDITORS:

a. Statutory Auditors

M/s. V Ravi & Co., Chartered Accountants was appointed as the Statutory Auditors of the Company for five years from the conclusion of the 24th Annual General Meeting held on 30.09.2019 till the conclusion of the 29th Annual General Meeting to be held in the year 2023-24.

As the term of M/s. V Ravi & Co., Chartered Accountants is going to end in the upcoming Annual general meeting. The Board of Directors in its meeting held on 27.06.2024 has appointed M/s. Pundarikashyam and Associates., Chartered Accountants as the Statutory Auditors of the Company for the period of five years from the conclusion of the 29th Annual General Meeting for the FY 2023-24 till the conclusion of the 34th Annual General Meeting for the FY 2028-29, subject to the approval of the shareholders in the ensuing Annual General Meeting.

Statutory Auditors Report

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2024 and has noted that the same does not have any reservation, qualification or adverse remarks.

b. Secretarial Auditor

Pursuant to the provisions of Section 134(3) (f) & Section 204 of the Companies Act, 2013, the Board has appointed M/s. Aakanksha, Practicing Company Secretary to undertake Secretarial Audit of the Company for financial year ending 31.03.2024. The report of the Secretarial Auditor is enclosed herewith vide Annexure-II of this Report.

Annual Secretarial Compliance Report

Annual Secretarial Compliance Report is not applicable to the Company for financial year ending 31.03.2024.

c. Cost Auditor

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act, are not applicable for the Company for the year 2023-24.

d. Internal Auditor

Pursuant to the provisions of Section 138 of the Companies read with rules made there under, the Board has appointed M/s N.G Rao and Associates, Chartered Accountants for FY 2023-24, Hyderabad as Internal Auditors of the Company.

18. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:

There have been no frauds reported by the auditor's u/s 143(12) of the Companies Act, 2013.

19. INTERNAL AUDIT AND FINANCIAL CONTROLS:

The Company has adequate internal controls consistent with the nature of business and size of the operations, to effectively provide for safety of its assets, reliability of financial transactions with adequate checks and balances, adherence to applicable statutes, accounting policies, approval procedures and to ensure optimum use of available resources. These systems are reviewed and improved on a regular basis. It has a comprehensive budgetary control system to monitor revenue and expenditure against approved budget on an ongoing basis.

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not given loans, Guarantees or made any investments attracting the provision of Section 186 of the Companies Act, 2013 during the year under review.

21. RELATED PARTY TRANSACTIONS:

Our Company has formulated a policy on related party transactions which is also available on Company's website at www.jyothiinfra.com. This policy deals with the review and approval of related party transactions.

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There were no material significant

related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel or the Senior Management which may have a potential conflict with the interest of the Company at large.

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 in the prescribed Form AOC-2 is appended as Annexure III which forms part of this Report.

All related party transactions were placed before the Audit Committee/Board for approval. Prior approval of the Audit Committee was obtained for the transactions which are foreseen and are in repetitive in nature. Members may refer to financial statements which sets out related party disclosures pursuant to IND AS-24.

22. NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR:

During the year under review, no Company has become or ceased to become its subsidiary, joint venture or associate Company.

23. DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as prescribed under Section 134(3) (m) of the Companies Act, 2013, is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Research & Development and Technology Absorption:

1. Research and Development (R&D): NIL
2. Technology absorption, adoption and innovation: NIL

C. Foreign Exchange Earnings and Out Go:

Foreign Exchange Earnings: Rs. NIL

Foreign Exchange Outgo: NIL

24. COMMITTEES:

(I). AUDIT COMMITTEE

Terms of reference of Audit committee covers all the matters prescribed under Regulation 18 of the Listing Regulations and Section 177 of the Act, 2013.

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

The terms of reference of the Audit Committee encompasses the requirements of Section 177 of Companies Act, 2013 and as per Regulation 18 of SEBI (LODR) Regulations, 2015 and, inter alia, includes:

- i. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Modified opinion(s) in the draft audit report;
- v. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

- vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
- vii. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- viii. Approval or any subsequent modification of transactions of the listed entity with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems;
- xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. Discussion with internal auditors of any significant findings and follow up there on;
- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. To review the functioning of the whistle blower mechanism;
- xix. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- xx. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

- xxi. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- xxii. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- xxiii. Carrying out any other function as may be referred to the Committee by the Board.
- xxiv. Authority to review / investigate into any matter covered by Section 177 of the Companies Act, 2013 and matters specified in Part C of Schedule II of the Listing Regulations.

B. THE AUDIT COMMITTEE SHALL MANDATORILY REVIEW THE FOLLOWING INFORMATION:

- i. Management discussion and analysis of financial condition and results of operations;
- ii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iii. Internal audit reports relating to internal control weaknesses; and
- iv. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- v. Statement of deviations:
 - Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

C. COMPOSITION, MEETINGS & ATTENDANCE:

During the financial year 2023-24, (4) four meetings of the Audit Committee were held on the 29.05.2023, 14.08.2023, 14.11.2023 and 01.02.2024.

Name	Designation	category	No. of Meetings held during the tenure	No. of meetings attended
**Mr. Sambasiva Prasad Eadara	Chairperson	Independent Director	4	4
**Mrs. K Ruchika	Member	Independent Director	4	4
*Mr. Shiva Shankar Reddy	Member	Independent Director	3	3

Gopavarapu				
%Mr. Sujan Challagulla	Member	Independent Director	1	1
#Mr. Kancharla Rajasekhara Reddy	Chairman	Independent Director	-	-
#Mrs. Priyanka Agarwal	Member	Independent Director	-	-

*appointed w.e.f 19.06.2023

**resigned w.e.f 23.04.2024

% resigned w.e.f 19.06.2023

#appointed w.e.f 23.04.2024

During the year, all recommendations of Audit Committee were approved by the Board of Directors.

(II). NOMINATION AND REMUNERATION COMMITTEE

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE

- 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. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- iii. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- iv. Devising a policy on diversity of board of directors;
- v. 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.

vi. 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 COMMITTEE, MEETINGS AND ATTENDANCE DURING THE YEAR:

During the financial year 2023-24, (3) Three meetings of the Nomination and Remuneration Committee were held on 19.06.2023, 01.02.2024 and 07.02.2024.

Name	Designation	category	No. of Meetings held during the tenure	No. of meetings attended
**Mr. Sambasiva Prasad Eadara	Chairperson	Independent Director	3	3
**Mrs. K Ruchika	Member	Independent Director	3	3
*Mr. Shiva Shankar Reddy Gopavarapu	Member	Independent Director	2	2
%Mr. Sujan Challagulla	Member	Independent Director	1	1
#Mr. Kancharla Rajasekhara Reddy	Chairman	Independent Director	-	-
#Mrs. Priyanka Agarwal	Member	Independent Director	-	-

*appointed w.e.f 19.06.2023

**resigned w.e.f 23.04.2024

% resigned w.e.f 19.06.2023

#appointed w.e.f 23.04.2024

C.PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:

The performance evaluation criteria for Independent Directors are already mentioned under the head “Board Evaluation” in Directors’ Report.

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE:

1. Scope:

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

2.1 "Director" means a director appointed to the Board of a Company.

2.2 "Nomination and Remuneration Committee means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2.3 "Independent Director" means a Director referred to in sub-Section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

3.1 Qualifications and criteria

3.1.1 The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.

3.1.2 In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:

- General understanding of the Company's business dynamics, global business and social perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

3.1.3 The proposed appointee shall also fulfil the following requirements:

- shall possess a Director Identification Number;
- shall not be disqualified under the companies Act, 2013;
- shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
- shall abide by the code of Conduct established by the Company for Directors and senior Management personnel;
- shall disclose his concern or interest in any Company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as any prescribed, from time to time, under the Companies Act, 2013, Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant laws.

3.1.4 The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

3.2 Criteria of Independence

3.2.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.

3.2.2 The criteria of independence shall be in accordance with the guidelines as laid down in Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

An independent Director in relation to a Company, means a director other than a Whole-time Director or a whole-time Director or a nominee Director

- i. who, in the opinion of the board of directors, is a person of integrity and possesses relevant expertise and experience;
- ii. who is or was not a promoter of the listed entity or its holding, subsidiary or associate company or member of the promoter group of the listed entity;
- iii. who is not related to promoters or directors in the listed entity, its holding, subsidiary or associate company;
- iv. who, apart from receiving director's remuneration, has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, during the 68[three] immediately preceding financial years or during the current financial year;
- v. none of whose relatives—
 - a. is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during

- the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;
- b. is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
 - c. has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or
 - d. has any other pecuniary transaction or relationship with the listed entity, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income:

Provided that the pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company or their promoters, or directors in relation to points (A) to (D) above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.]

- vi. who, neither himself ["/herself], nor whose relative(s) —
 - a. holds or has held the position of a key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate company [or any company belonging to the promoter group of the listed entity,] in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed:
[Provided that in case of a relative, who is an employee other than key managerial personnel, the restriction under this clause shall not apply for his / her employment.]
 - b. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —
 - (i) a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate company; or
 - (ii) any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - c. holds together with his relatives two per cent or more of the total voting power of the listed entity; or
 - d. is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the listed entity;
 - e. is a material supplier, service provider or customer or a lessor or lessee of the listed entity;

vii. who is not less than 21 years of age.

viii. who is not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director:

3.2.3 The independent Director shall abide by the “code for independent Directors “as specified in Schedule IV to the companies Act, 2013.

3.3 Other Directorships/ Committee Memberships

3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their Directorships in other listed public limited companies in such a way that it does not interfere with their role as Director of the Company. The NR Committee shall take into account the nature of, and the time involved in a Director service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

3.3.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be public limited companies.

3.3.3 A Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed Company.

3.3.4 A Director shall not be a member in more than 10 committee or act as chairman of more than 5 committee across all companies in which he holds Directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder’s relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 8 of the companies Act, 2013 shall be excluded.

D. MECHANISM FOR EVALUATION OF THE BOARD

Evaluation of all Board members is performed on an annual basis. The evaluation is performed by the Board and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

In line with Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/004, dated January 5, 2017 and the Companies Amendment Act, 2017 the Company adopted the recommended criteria by Securities and Exchange Board of India.

The Directors were given following Forms for evaluation:

- (i) Evaluation of Board;
- (ii) Evaluation of Committees of the Board;
- (iii) Evaluation of Independent Directors;
- (iv) Evaluation of Chairperson; and
- (v) Evaluation of Whole-time Director and Whole-time Director

The Directors were requested to give following ratings for each criteria:

- 1. Could do more to meet expectations;
- 2. Meets expectations; and
- 3. Exceeds expectations.

The Directors have sent the duly filled forms to the Board. Based on the evaluation done by the Directors, the report on Evaluation was submitted to the Board. And based on the report, the Board of Directors has informed that the performance of Directors is satisfactory.

(III). STAKEHOLDERS RELATIONSHIP COMMITTEE

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

The Committee's role includes:

- i.** Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- ii.** Review of measures taken for effective exercise of voting rights by shareholders;
- iii.** Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- iv.** Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
- v.** Such other matter as may be specified by the Board from time to time.
- vi.** Authority to review / investigate into any matter covered by Section 178 of the Companies Act, 2013 and matters specified in Part D of Schedule II of the Listing Regulations.

B. COMPOSITION OF THE COMMITTEE, MEETINGS AND ATTENDANCE DURING THE YEAR:

During the financial year 2023-24, (1) one meeting of the Stakeholders and Relationship Committee meeting was held on 01.02.2024.

Name	Designation	category	No. of Meetings held during the tenure	No. of meetings attended
**Mr. Sambasiva Prasad Eadara	Chairperson	Independent Director	1	1
**Mrs. K Ruchika	Member	Independent Director	1	1
*Mr. Shiva Shankar Reddy Gopavarapu	Member	Independent Director	1	1
%Mr. Sujana Challagulla	Member	Independent Director	-	-
#Mr. Kancharla Rajasekhara Reddy	Chairman	Independent Director	-	-
#Mrs. Priyanka Agarwal	Member	Independent Director	-	-

*appointed w.e.f 19.06.2023

**resigned w.e.f 23.04.2024

% resigned w.e.f 19.06.2023

#appointed w.e.f 23.04.2024

C. DETAILS OF COMPLAINTS/REQUESTS RECEIVED, RESOLVED AND PENDING DURING THE YEAR 2023-24:

Opening balance	Received during the year	Resolved during the year	Closing balance
00	00	00	00

D. NAME AND DESIGNATION OF COMPLIANCE OFFICER:

Mr. Chakravarthi Srinivasan Company Secretary is the Compliance Officer of the company.

25. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 read with Regulation 22 of SEBI (LODR) Regulations, 2015, a vigil Mechanism for Directors and

employees to report genuine concerns has been established. It also provides for necessary safeguards for protection against victimization for whistle blowing in good faith.

Vigil Mechanism Policy has been established by the Company for directors and employees to report genuine concerns pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013. The same has been placed on the website of the Company.

26. CORPORATE SOCIAL RESPONSIBILITY (CSR, COMPOSITION OF CSR COMMITTEE AND CONTENTS OF CSR POLICY):

Since your Company does not have net worth of Rs. 500 Crores or more or turnover of Rs. 1000 Crores or more or a net profit of Rs. 5 Crores or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

27. PUBLIC DEPOSITS:

Your Company has not accepted any deposits falling within the meaning of Sec.73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 during the financial year under review.

28. DETAILS OF DEPOSITS NOT IN COMPLIANCE WITH THE REQUIREMENTS OF THE ACT:

Since the Company has not accepted any deposits during the Financial Year ended March 31, 2024, there has been no non-compliance with the requirements of the Act.

Pursuant to the Ministry of Corporate Affairs (MCA) notification dated 22nd January 2019 amending the Companies (Acceptance of Deposits) Rules, 2014, the Company is required to file with the Registrar of Companies (ROC) requisite returns in Form DPT-3 for outstanding receipt of money/loan by the Company, which is not considered as deposits.

The Company complied with this requirement within the prescribed timelines.

29. SIGNIFICANT & MATERIAL ORDERS PASSED BY COURTS / REGULATORS / TRIBUNALS:

Company has complied with all the applicable provisions under SEBI (LODR) Regulations and other related statutes and paid the reinstatement fees for revocation of suspension in the trading of the shares of the Company. Accordingly, BSE has revoked the suspension in the equity shares of the Company w.e.f. 27.03.2024.

30. DISCLOSURE OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. The Company maintains appropriate system of internal control, including monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances, and are meant to ensure that all transactions are authorized, recorded and reported correctly.

During the period under review, there is no material or serious observations have been noticed for inefficiency or inadequacy of such controls.

Further, details of internal financial control and its adequacy are included in the Management Discussion and Analysis Report which is appended as Annexure IV and forms part of this Report.

31. CREDIT & GUARANTEE FACILITIES:

The Company has not availed any credit and guarantee facilities during the year.

32. RISK MANAGEMENT POLICY:

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks and also to identify business opportunities. As a process, the risks associated with the business are identified and prioritized based on severity, likelihood and effectiveness of current detection. Such risks are reviewed by the senior management on a periodical basis.

33. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT:

The Management Discussion and Analysis Report, pursuant to the SEBI (LODR) Regulation provides an overview of the affairs of the Company, its legal status and autonomy, business environment, mission & objectives, sectoral and operational performance, strengths, opportunities, constraints, strategy and risks and concerns, as well as human resource and internal control systems is appended as Annexure IV for information of the Members.

34. ENVIRONMENTS AND HUMAN RESOURCE DEVELOPMENT:

Your Company always believes in keeping the environment pollution free and is fully committed to its social responsibility. The Company has been taking utmost care in complying with all pollution control measures from time to time strictly as per the directions of the Government.

We would like to place on record our appreciation for the efforts made by the management and the keen interest shown by the Employees of your Company in this regard.

35. STATEMENT SHOWING THE NAMES OF THE TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN AND THE NAME OF EVERY EMPLOYEE AS PER RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

During the year, none of the employees is drawing a remuneration of Rs.1,02,00,000/- and above per annum or Rs. 8,50,000/- and above in aggregate per month, the limits specified under the Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Further, details of top Ten Employees in Terms of Remuneration Drawn And The Name Of Every Employee As Per Rule 5(2) & (3) Of The Companies (Appointment & Remuneration) Rules, 2014 is appended as (**Annexure V**) and forms part of this Report.

36. RATIO OF REMUNERATION TO EACH DIRECTOR

Under section 197(12) of the Companies Act, 2013, and Rule 5(1) (2) & (3) of the Companies (Appointment & Remuneration) Rules, 2014 read with Schedule V of the Companies Act, 2013 no remuneration was paid to the Whole-time Director of the Company.

37. MECHANISM FOR EVALUATION OF THE BOARD:

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

In a separate meeting of independent directors, performance of non-independent directors, the board as a whole and the Chairman of the Company was evaluated, taking into account the views of executive directors and nonexecutive directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the board, its committees, and individual directors was also discussed.

Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

38. SECRETARIAL STANDARDS:

The Company is in compliance with the applicable secretarial standards.

39. CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC):

There is no application filed for corporate insolvency resolution process, by a financial or operational creditor or by the company itself under the IBC before the NCLT.

40. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year under review, there were no applications made or proceedings pending in the name of the Company under Insolvency and Bankruptcy Code, 2016.

41. DEVIATIONS, IF ANY OBSERVED-ON FUNDS RAISED THROUGH PUBLIC ISSUE, PREFERENTIAL ISSUE ETC:

During the year under review, company has not raised any funds from public or through preferential allotment.

42. CODE OF CONDUCT COMPLIANCE:

All Members of the Board and Senior Management have affirmed compliance to the Code of Conduct for the Financial Year 2023-24. A declaration signed by the Whole-time

Director affirming compliance with the Company's Code of Conduct by the Board of Directors and Senior Management for the Financial Year 2023-24 as required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is appended as **Annexure VI** and forms part of this Report.

43. CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

Since the paid-up capital of the Company is less than Rs. 10 Crores and Net worth of the Company is less than Rs. 25 Crores, Corporate Governance is not applicable to the Company.

44. NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES:

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

No compensation was paid to the Independent and Non-Executive Directors.

45. CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING:

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2018. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities. The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading is available on our website.

46. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee (ICC) has been set up to redress complaints received regarding sexual harassment. No Complaints were pending at the beginning of the year or received during the year.

47. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:

During the year under review, there has been no one-time settlement of loans taken from banks and financial institutions.

48. FAILURE TO IMPLEMENT CORPORATE ACTIONS:

During the year under review, no corporate actions were done by the Company which were failed to be implemented.

49. INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY:

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

50. STATUTORY COMPLIANCE:

The Company has complied with the required provisions relating to statutory compliance with regard to the affairs of the Company in all respects.

51. POLICIES:

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All the policies are available on our website.

52. EVENT BASED DISCLOSURES:

During the year under review, the Company has not taken up any of the following activities except as mentioned:

1. Issue of sweat equity share: NA
2. Issue of shares with differential rights: NA
3. Issue of shares under employee's stock option scheme: NA
4. Disclosure on purchase by Company or giving of loans by it for purchase of its shares: NA
5. Buy back shares: NA
6. Disclosure about revision: NA
7. Preferential Allotment of Shares: NA

53. ACKNOWLEDGEMENTS:

Your Directors wish to place on record their appreciation of business constituents, banks and other financial institutions and shareholders of the Company for their continued support for the growth of the Company.

**For and on behalf of the Board
JYOTHI INFRAVENTURES LIMITED**

**Place: Hyderabad
Date: 27.06.2024**

**Sd/-
Jhansi Sanivarapu
Whole time Director & CFO
(DIN:03271569)**

**Sd/-
Shiva Shankar Reddy
Independent Director
(DIN: 10039853)**

JYOTHI INFRAVENTURES LIMITED

ANNEXURE II

**FORM MR-3
SECRETARIAL AUDIT REPORT**

(Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,
2014

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

To,
The Members
M/s. Jyothi Infraventures Limited

Address:

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

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year commencing from 1st April, 2023 and ended 31st March, 2024 complied with the statutory provisions listed here under 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 herein after:

1. We have examined the books, papers, minutes book, forms and returns filed and other records maintained by the Company for the financial year ended on 31st of March, 2024 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made there under;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment and External Commercial Borrowings;

2. Compliance status in respect of the provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT') is furnished hereunder for the financial year 2023-24:
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **During the year under review, there was no instance to be reported by the Company under SEBI Takeover Code.**
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Amended Regulations 2018 Insider Trading Regulations; **The Company has framed code of conduct for regulating & reporting trading by insiders and for fair disclosure and displayed the same on the Company's website i.e. www.jyothiinfra.com.**
 - iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable as the Company has not issued any shares during the year under review.**
 - iv. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable as the Company has not issued any Employee Stock Options during the year under review.**
 - v. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable as the Company has not issued and listed any debt or non-convertible securities during the year under review.**
 - vi. The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client; **Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review.**
 - vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable as the Company has not delisted/ proposed to delist its equity shares during the year under review.**
 - viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable as the Company has not bought back/ proposed to buy-back any of its securities during the year under review.**
3. We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial auditor and other designated professionals during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:
 - ix. Other applicable laws include the following:
 - The Payment of Gratuity Act, 1972

- Employees Provident Fund and Miscellaneous Provisions Act, 1952
- Employees State Insurance Act, 1948
- Income Tax Act, 1961
- Minimum Wages Act, 1948
- Payment of Bonus Act, 1965
- Payment of Wages Act, 1936 and rules made there under
- Shops and Establishments Act, 1948
- The Occupational Safety, Health and Working Conditions Code, 2020**;
- The Industrial Relations Code, 2020;
- The Code on Social Security, 2020;
- Indian Stamp Act, 1899;
- The Environment Protection Act, 1986;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were complied with to the extent applicable.

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

- a) During the year the Company has conducted 7 meetings of the Board of Directors, 4 meetings of the Audit committee, 1 Meeting of Stakeholder Relationship Committee and 3 meetings of Nomination and Remuneration Committee Meeting and 1 meeting of Independent Directors.
- b) We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company secretaries of India.
- c) As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that
 - (i) the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:
 - External Commercial Borrowings were not attracted to the Company under the financial year under report;
 - Foreign Direct Investment (FDI) was not attracted to the Company under the financial year under report;

- Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the Company under the financial year under report.

(ii) As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.

Observations/ Non-Compliances/ Adverse Remarks/ Qualifications in respect of the Companies Act, 2013 and SEBI Act, Regulations, Rules, Guidelines, Notifications, Circulars made there under are as follows.

- Certain event-based E Forms have not been filed by the company in time which were required to be filed with ROC during the audit period.

We further report that:

- The Company has a CFO, Kata Rajendra Prasad who was resigned w.e.f 07.02.2024 and Mrs. Jhansi Sanivarapu who was appointed on 07.02.2024.
- The Company has a Company Secretary and Compliance Officer, CS Chakravarthi Srinivasan.
- The Company has internal auditors namely M/s N G Rao & Associates, Chartered Accountants, Hyderabad.
- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was change in the composition of the Board of Directors during the period under review.
- Adequate notice of board meeting is given to all the directors along with agenda at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting.
- As per the minutes of the meeting duly recorded and signed by the Chairman of the meeting, the decisions of the Board were unanimous and no dissenting views have been recorded.
- We, further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

- The Compliance by the Company of applicable financial Laws like Direct and Indirect Tax Laws has not been reviewed thoroughly in this audit since the same has been subject to review by statutory financial Audit and other designated professionals.
- We further report that during the year under report, the Company has not undertaken event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Place: Hyderabad
Date: 27.06.2024

Aakanksha
Practicing Company Secretary
M. No. 49041, C.P. No: 20064
Peer Review Cer. No.: 3363/2023
UDIN: **A049041F000625133**

JYOTHI INFRAVENTURES LIMITED

Annexure A

To
The Members of
JYOTHI INFRAVENTURES LIMITED

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

1. Maintenance of secretarial record 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 secretarial records. The verification was done on 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 relied on the reports given by the concerned professionals in verifying the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Hyderabad
Date: 27.06.2024

Aakanksha
Practicing Company Secretary
M. No. 49041, C.P. No: 20064
Peer Review Cer. No.: 3363/2023
UDIN: **A049041F000625133**

ANNEXURE III

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

This form pertains to the disclosure of particulars of contracts/arrangements entered into between the Company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: Not Applicable
2. Details of material contracts or arrangement or transactions at arm's length basis: Nil
3. Details of contracts or arrangements or transactions not in the ordinary course of business

S.No	Particulars	Details
a)	Name(s) of the related party & nature of relationship	None
b)	Nature of contracts/arrangements/transaction	Nil
c)	Duration of the contracts/arrangements/transaction	Nil
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	None
e)	Justification of entering into such contracts or arrangements or transactions	None
f)	Date of approval by the Board	Not Applicable
g)	Amount paid as advances, if any	Nil
h)	Date on which the special resolution was passed in General Meeting as required under first proviso to Section 188	Not Applicable

All related party transactions that were entered during the financial year were on arms-length basis and are according to the policy of related party transactions adopted by the Company.

ANNEXURE IV

MANAGEMENT DISCUSSION AND ANALYSIS

1. a. Industry structure and developments:

The infrastructure and construction industry plays a pivotal role in the economic development and overall well-being of societies. The management pursue huge growth in Infrastructural Activities and construction works and will be able to take advantage of this trend.

b. Opportunities and Threats:

We believe our strengths give us the competitive advantage to solve the strategic challenges of business.

c. Segment-wise or product-wise performance:

The Company is yet to carry the Operations.

d. Outlook, Risks and concerns:

Presently the outlook is very promising. Our success depends largely upon our highly-skilled technology professionals and our ability to hire, attract, motivate, retain and train these personnel. Our revenues are highly dependent on clients primarily located in the United States. New and changing corporate governance and public disclosure requirements add uncertainty to our compliance policies and increase our costs of compliance.

e. Internal control systems and their adequacy:

The system of internal control has been established to provide reasonable assurance of safeguarding assets and maintenance of proper Accounting Records and its accuracy. The business risks and its control procedures are reviewed frequently. Systems audit is also conducted regularly to review the systems with respect to Security and its Adequacy. Reports are prepared and circulated to Senior Management and action taken to strengthen controls where necessary.

f. Discussion on financial performance with respect to operational performance:

Company is yet to carry the operations

g. Material developments in Human Resources / Industrial Relations front, including number of people employed.

Company is yet to carry the operations.

h. Details of changes in key financial ratios, along with detailed explanation thereof

Company is yet to carry the operations.

j. Details of any change in return on net worth as compared to the immediately previous financial year along with a detailed explanation thereof:

There is 0.99% change on return on net worth as compared to the immediately previous financial year.

2. Disclosure of Accounting Treatment:

The Company has not carried out any treatment different from that prescribed in Accounting Standards.

JYOTHI INFRAVENTURES LIMITED

ANNEXURE – V(a)

STATEMENT SHOWING THE NAMES OF TOP TEN EMPLOYEES PURSUANT TO SEC. 197 READ WITH RULE 5 (1) (2) and (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- 1 2. The ratio of remuneration to each director to the median remuneration of the employees of the company for the financial year.**

Director	Total Remuneration	Ratio to median remuneration
Jhansi Sanivarapu	Nil	Nil
G. Srinivasa Raju	Nil	Nil
Chakarvarthi Srinivasan	Nil	Nil

- 2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year**

Name	Designation	Remuneration		Increase/(Decrease) %
		FY 2023-24	FY 2022-23	
G.Srinivasa Raju	Whole-time Director	Nil	Nil	Nil

- 3. The percentage increase in the median remuneration of employees in the financial year**

Particulars	Remuneration p.m.		Increase/(Decrease)%
	FY 2023-24	FY 2022-23	
Nil	Nil	Nil	Nil

**Employees who have served for whole of the respective financial years have been considered.*

4.

Particulars	Number
The number of employees on the rolls of the company as on March 31, 2024	Nil

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and details if there are any exceptional circumstances for increase in the managerial remuneration

Particulars	Increase/(Decrease) %
Average percentage increase in the remuneration of all Employees* (Other than Key Managerial Personnel)	Nil
Average Percentage increase in the Remuneration of Key Managerial Personnel	Nil

**Employees who have served for whole of the respective financial years have been considered.*

6. Affirmation that the remuneration is as per the remuneration policy of the company.

The Company is in compliance with its remuneration policy.

Annexure V (b).

B. Information as per Rule 5(2) of Chapter XIII of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. Top 10 employees of the Company based on Remuneration drawn for FY 2023-24:

S N o	Name of the Emplo yee	Design ation of the employ ee	Rem uner ation recei ved	Natu re of empl oyeme nt whet her contr actua l or other wise	Qualif icatio n and experi ence of the emplo yee	Date of com menc emen t of empl oyeme nt	The age of the emplo yee	The last emplo yment held by such emplo yee before joinin g the Comp any	The percentage of equity shares held by the employee in the Company within the meaning of clause (iii) of sub rule (2) of Rule 5 of the Companies (Appointm ent and Remunerat ion of Managerial Personnel) Rules, 2014	Whether any such employee is a relative of any director or manager of the Company and if so, name of such director or manager
1	Chakra varthi Sriniva san	Compa ny Secreta ry and compli ance officer	Rs. 50,000	Full- time	Comp any Secret ary	01.02 .2024	70 Years	-	Nil	NO

ANNEXURE – VI

CERTIFICATE OF CODE OF CONDUCT FOR THE YEAR 2023-24

The shareholders,

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective Codes have been made by the Directors and Senior Management of the Company.

Certificate of Code of Conduct for the year 2023-24 as per Regulation 17(5) read with Regulation 34(3) Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Jyothi Infraventures Limited is committed for conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The Company has adopted a "Code of Ethics and Business Conduct" which is applicable to all director, officers and employees.

I hereby certify that all the Board Members and Senior Management have affirmed the compliance with the Code of Ethics and Business Conduct, under a certificate of Code of Conduct for the year 2023-24.

**For and on behalf of the Board
Jyothi Infraventures Limited**

**Place: Hyderabad
Date: 27.06.2024**

**Sd/-
Jhansi Sanivarapu
Whole-time Director
(DIN: 03271569)**

Independent Auditors' Report

To the Members of **JYOTHI INFRAVENTURES LIMITED**

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **JYOTHI INFRAVENTURES LIMITED**, which comprise the Balance Sheet as at March 31st, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the financial statements”).

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

Basis for opinion

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Emphasis of Matter

- i. The company has reported the value of closing stocks as per the physical verification at the end of the financial year. The net impact of the opening and actual closing stocks of inventories has accounted in profit and loss account for the year.

- ii. During the year the company wrote off Trade Receivables and Other Current Assets, Non-current Investments which are deemed Irrecoverable.

Information Other than the Financial Statements and Auditor's Report Thereon

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

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the 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 financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are

considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls 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 system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 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.

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 in terms of Section 143(11) of the Act, we give in "Annexure-A" a statement on the matters specified in paragraphs 3 and 4 of the order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - 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 Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of accounts.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31st, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure- B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company has disclosed pending litigations on its financial position in its financial Statements in Note No.44.
 - b. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

For **V RAVI & CO.**,
Chartered Accountants
Firm Reg No.:006492S

Sd/-

D Ramesh Kumar
Partner
Membership No. 217139
UDIN: 24217139BKBMGC8065

Date: 24/05/2024
Place: Hyderabad

Annexure – A to the Independent Auditors' Report:

The Annexure referred to the Independent auditors' report to the members of the company on the Ind AS financial statements for the year ended 31 March 2024, we report that

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of all major fixed assets.
- (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to 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.
- ii. (a) As explained to us, the inventory has been physically verified by the management during the year at reasonable intervals;
- (b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business
- (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification of stocks as compared to book records
- iii. The Company has not granted any unsecured loans to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any tribunal.
- vi. In our opinion and according to the information and explanations given to us, maintenance of cost records as specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 is not applicable to the company.

- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, Goods and service Tax, cess and any other statutory dues to the appropriate authorities and no undisputed amounts payable were outstanding as at 31st March, 2024 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of Sales Tax or Service Tax or duty of customs or duty of excise or value added tax or Goods and service Tax or cess as at 31st March, 2024 which have not been deposited on account of a dispute.
- viii. According to the information and explanations given to us and on the basis of examination of the records, the Company has not defaulted in the repayment of loans along with interest to any financial institutions, banks or dues to debenture holders as at the balance sheet date.
- ix. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(x)(a) of the Companies (Auditor's Report) Order, 2020 is not applicable.
- x. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations given to us, we report that managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Companies (Auditor's Report) Order, 2020 is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination the company does not have an internal audit system and commensurate with the size and nature of the business.
- 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. Accordingly, paragraph 3(xv) of the Companies (Auditor's Report) Order, 2020 is not applicable.

- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- xvii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has been no instance of any resignation of the statutory auditors occurred during the year.
- xix. According to the information and explanations given to us and based on our examination of the records of the Company, the company is able to pay off the existing liabilities for next one year and material uncertainty doesn't exist as on date of audit report.
- xx. CSR is not applicable to this company.
- xxi. There are no adverse remarks in the audit reports issued by the respective auditors in case of companies included in the consolidated financial statements.

For **V Ravi & Co.**,
Chartered Accountants
Firm Reg No. 006492S

Date: 24.05.2024
Place: Hyderabad

D. Ramesh Kumar
Partner
Membership No. 217139
UDIN:
24217139BKBMGC8065

Annexure “B” to the Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of JYOTHI INFRAVENTURES LIMITED of even date)

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

We have audited the internal financial controls over financial reporting of JYOTHI INFRAVENTURES LIMITED (“the Company”) as of March 31st, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Management of the Company 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing 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 included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

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, to the best of our information and according to the explanations given to us, 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 31st, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Date: 24/05/2024
Place: Hyderabad

For **V RAVI & CO.**,
Chartered Accountants
Firm Reg No.:006492S

Sd/-
D Ramesh Kumar
Partner
Membership No. 217139
UDIN:24217139BKBMGC8065

JYOTHI INFRAVENTURES LIMITED				
CIN NO: L45203TG1995PLC019867				
Statement of Financial Position as at March 31, 2024				
	Particulars	Note No.	As at Mar 31, 2024	RS in Lakhs As at Mar 31, 2023
I	ASSETS			
1	Non-current assets			
	(a) Property, plant and equipment	3.1	-	-
	(b) Right to use assets		-	-
	(c) Capital work in progress		-	-
	(d) Investment properties		-	-
	(e) Good will		-	-
	(f) Other intangible Assets	3.2	0.14	-
	(g) Intangible Assets under Development		-	-
	(h) Biological Assets other than Bearer Plants		-	-
	(i) Financial assets		-	-
	(i) Investments	4	-	171.46
	(ii) Trade receivables	5	-	-
	(iii) Loans	6	-	-
	(j) Deferred Tax Asset (Net)	7	-	-
	(k) Other non-current asset	8	-	0.63
	Total non-current assets (A)		0.14	172.10
2	Current assets			
	(a) Inventories	9	-	-
	(b) Financial assets			
	(i) Investments	4	-	-
	(ii) Trade receivables	5	-	4.00
	(iii) Cash and cash equivalents	10	0.83	0.73
	(iv) Bank Balances other than (iii) above			
	(v) Loans	6	-	-
	© Current Tax Asset (Net)	7	-	-
	(d) Other current assets	11	-	3.90
	Total current assets (B)		0.83	8.63
	Non Current Assets Classified as Held for Sale (C)			-
	Total assets (A+B+C)		0.97	180.73
II	EQUITY AND LIABILITIES			
1	Equity			
	(a) Equity share capital	12	154.79	154.79
	(b) Other equity	13	(416.20)	(228.49)
	Total equity (A)		(261.41)	(73.70)
2	Liabilities			
(i)	Non-current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	14	253.97	195.14
	(ii) Trade Payables	15	-	-
	(b) Long term provisions	16	-	-
	(c) Deferred tax Liabilities(Net)	7	-	-
	Total non-current liabilities (B)		253.97	195.14
(ii)	Current liabilities			
	(a) Financial liabilities			
	(i) Borrowings	14	-	-
	(ii) Trade payables	15	-	0.58
	(b) Short term provisions	16	-	-
	(c) Other current liabilities	17	8.41	58.70
	(d) Current Tax Laibilities (net)	7	-	-
	Total current liabilities (C)		8.41	59.28
	Total liabilities (D=B+C)		262.38	254.43
	Total equity and liabilities (A+D)		0.97	180.73
The notes are an integral part of the financial statements As per our Report of even date For V RAVI & CO., Chartered Accountants Firm Reg No:006492S			For and on behalf of the Board of Directors JYOTHI INFRAVENTURES LIMITED	
	Sd/-		Sd/-	
		Shivashankar Reddy G		Ch. Srinivasan
		Director		Company Secretary
		DIN: 10039853		M.No:3648
	CA. D. Ramesh Kumar Partner Membership No: 217139 UDIN: 24217139BKBMGC8065		Sd/-	
			Jhansi Sanivarapu	
	Place: Hyderabad		Whole-time Director & CFO	
	Date : 24-05-2024		DIN: 03271569	

JYOTHI INFRAVENTURES LIMITED				
CIN NO: L45203TG1995PLC019867				
Statement of Profit and Loss and Other Comprehensive Income for the Year ended Mar 31, 2024				
		Note No.	For the year ended March 31, 2024	For the year ended March 31, 2023
	Continuing Operations			
I	Revenue from operations	18	-	-
II	Other income	19	-	-
III	Total income		-	-
IV	Expenses			
	(a) Cost of material Consumed	20	-	-
	(b) Purchase of Stock in Trade			
	(c) Changes in stock of finished goods, work-in progress and stock-in-trade	21	-	-
	(d) Employee benefits	22	-	-
	(e) Finance cost	23	-	-
	(f) Depreciation expense	24	0.01	-
	(g) Impairment expenses/losses		-	-
	(j) Other expenses	25	63.12	0.27
	Total expenses (IV)		63.13	0.27
V	Profit/(loss) before Share of profit/(loss) of associates / joint ventures, exceptional items and tax (III - IV)		(63.13)	(0.27)
VI	Share of profit/(loss) of associates			
	Share of profit/(loss) of joint ventures			
VII	Profit/(Loss) before exceptional items and tax		(63.13)	(0.27)
VIII	Exceptional itmes		(124.58)	
IX	Profit before Tax		(187.71)	(0.27)
X	Tax expense :			
	a. Current tax		-	-
	b. Deferred tax		-	-
XI	Profit/(loss) for the year from continuing operations (IX-X)		(187.71)	(0.27)
	Discontinued Operations			
XII	Profit/(loss) from discontinued operations		-	-
XIII	Tax Expense of discontinued operations		-	-
XIV	Profit/(loss) from discontinued operations (XII +XIII)		-	-
XV	XVII Profit/(loss) for the year (XIII+XVI)		(187.71)	(0.27)
XVI	Other comprehensive income(OCI)			
	A Items that will not be reclassified to profit or loss			-
	B Items that may be reclassified to profit or loss			-
	Total other comprehensive income(OCI)			-
XVII	Total comprehensive income for the year (V+ VI)		(187.71)	(0.27)
XVIII	Earning per equity share (for Continuing Opertations)			
	(i) Basic		(12.13)	(0.02)
	(ii) Diluted.		(12.13)	(0.02)
XIX	Earnings per equity share (for discontinued operation):			
	(i) Basic		(0.78)	(0.00)
	(ii) Diluted.		(0.78)	(0.00)
XX	Earnings per equity share (for Continued and discontinued operation):			
	(i) Basic		(12.91)	(0.02)
	(ii) Diluted.		(12.91)	(0.02)
The notes are an integral part of the financial statements				
As per our Report of even date			For and on behalf of the Board of Directors	
For V RAVI & CO.,			JYOTHI INFRAVENTURES LIMITED	
Chartered Accountants				
Firm Reg No:006492S				
		Sd/-		Sd/-
		Shivashankar Reddy G		Ch. Srinivasan
		Director		Company Secretary
CA. D. Ramesh Kumar		DIN: 10039853		M.No:3648
Partner				
Membership No: 217139				
UDIN: 24217139BKBMGC8065		Sd/-		
		Jhansi Sanivarapu		
Place: Hyderabad		Whole-time Director & CFO		
Date : 24-05-2024		DIN: 03271569		

JYOTHI INFRAVENTURES LIMITED			
CIN NO: L45203TG1995PLC019867			
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2024			
		As at Mar 31, 2024	As at Mar 31, 2023
A	CASH FROM OPERATING ACTIVITIES		
	(Loss)/Profit before tax and extraordinary items	(63.13)	(0.27)
	Adjustment for:		
	Income tax expense recognised in profit or loss		-
	Finance costs recognised in profit or loss		-
	Investment income recognised in profit or loss		-
	Gain on disposal of property, plant and equipment		-
	Gain on disposal of a subsidiary		-
	Gain on disposal of interest in former associate		-
	Impairment loss recognised on trade receivables		-
	Reversal of impairment loss on trade receivables		-
	Depreciation and amortisation of non-current assets	0.01	-
	Impairment of non-current assets		-
	Net foreign exchange (gain)/loss		-
	Expense recognised in respect of equity-settled share-based payments		-
	Expense recognised in respect of shares issued in exchange for goods/services		-
	Amortisation of financial guarantee contracts		-
	Operating Profit before Working Capital Changes	(63.12)	(0.27)
	Movement for Working Capital:		
	Increase in trade and other receivables	-	-
	(Increase)/decrease in amounts due from customers under construction contracts		-
	(Increase)/decrease in inventories		-
	(Increase)/Decrease in short Term Loans & Advances		-
	(Increase)/decrease in other assets	(1.41)	-
	Decrease in trade and other payables		-
	Increase/(decrease) in amounts due to customers under construction contracts		-
	Increase/(decrease) in provisions		-
	(Decrease)/increase in deferred revenue		-
	(Decrease)/increase in other liabilities	5.93	0.25
	Cash generated from operations	(58.59)	(0.02)
	- Income taxes paid		-
	Net Cash flow before extraordinary items	(58.59)	(0.02)
	- Extraordinary & Prior period items		-
	NET CASH FROM OPERATING ACTIVITIES	(58.59)	(0.02)
B	CASH FLOW FROM INVESTING ACTIVITIES:		
	Payments to acquire financial assets		-
	Proceeds on sale of financial assets		-
	Interest received		-
	Royalties and other investment income received	-	-
	Dividends received from associates		-
	Other dividends received		-
	Amounts advanced to related parties		-
	Repayments by related parties	-	-
	Payments for property, plant and equipment		-
	Proceeds from disposal of property, plant and equipment		-
	Payments for investment in equity shares		-
	Proceeds from disposal of investment property		-
	Payments for intangible assets	(0.14)	-
	Net cash outflow on acquisition of subsidiaries		-
	Net cash inflow on disposal of subsidiary		-
	Net cash inflow on disposal of associate		-
	NET CASH FROM INVESTING ACTIVITIES	(0.14)	-
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from issue of equity instruments of the Company		-
	Proceeds from issue of CCD's		-
	Payment for share issue costs		-
	Payment for buy-back of shares		-
	Payment for share buy-back costs		-
	Proceeds from issue of redeemable preference shares		-
	Proceeds from issue of perpetual notes		-
	Payment for debt issue costs Proceeds from borrowings		-
	Repayment of borrowings	-	-
	Proceeds from directors	58.83	-
	Proceeds on disposal of partial interest in a subsidiary that does not involve loss of control		-
	Dividends paid on redeemable cumulative preference shares		-
	Dividends paid to owners of the Company		-
	Interest paid		-
	Long Term Provisions		-
	NET CASH FROM FINANCING ACTIVITIES	58.83	-
	NET INCREASE IN CASH & CASH EQUIVALENTS	0.09	(0.02)
	Cash and cash equivalents at the beginning of the year 1.04.2023	0.73	0.76
	Effects of exchange rate changes on the balance of cash held in foreign currencies		-
	Cash and cash equivalents at the end of the year as on 31.03.2024	0.83	0.73
	Reconciliation of cash and cash equivalents as per the cash flow Statement		
	Cash and cash equivalents (Note 10.)	0.83	0.73
	Bank overdraft (Note)		-
	Balance as per statement of cash flows	0.83	0.73
	The notes are an integral part of the financial statements As per our Report of even date For V RAVI & CO., Chartered Accountants Firm Reg No:006492S		For and on behalf of the Board of Directors JYOTHI INFRAVENTURES LIMITED
	Sd/- CA. D. Ramesh Kumar Partner Membership No: 217139 UDIN:24217139BKBMGC8065	Sd/- Shivashankar Reddy G Director DIN: 10039853	Sd/- Ch. Srinivasan Company Secretary M.No:3648
	Place: Hyderabad Date : 24-05-2024	Sd/- Jhansi Sanivarapu Whole-time Director & CFO DIN: 03271569	

JYOTHI INFRAVENTURES LIMITED						Rs in Lakhs
Note 3.1: Property, Plant & Equipment						
Particular	Plant & Machinery	Computers	Office Equipment	Furniture & Fixtures	Vehicles	Total
Cost/Deemed Cost:						
As at March 2021	-	-	-	-	-	-
Additions	-	-	-	-	-	-
Deletions	-	-	-	-	-	-
As at March 2022	-	-	-	-	-	-
Additions						
Deletions						
As at March 2023						
Additions						
Deletions						
As at March 2024						
Depreciation/Impairment	-	-	-	-	-	-
As at March 2021	-	-	-	-	-	-
Depreciation for the year	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Impairment	-	-	-	-	-	-
As at March 2022	-	-	-	-	-	-
Depreciation for the year	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Impairment	-	-	-	-	-	-
As at March 2023	-	-	-	-	-	-
Depreciation for the year	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Impairment	-	-	-	-	-	-
As at March 2024	-	-	-	-	-	-
Net Book Value						
As at March 2024	-	-	-	-	-	-
As at March 2023	-	-	-	-	-	-
As at March 2022	-	-	-	-	-	-

Note 3.2: Other Intangible Assets

Particular	Trade marks	SDD Software	Total
Cost/Deemed Cost:			
As at March 2022	-	-	-
Additions	-	-	-
Deletions	-	-	-
As at March 2023	-	-	-
Additions	-	0.15	0.15
Deletions	-	-	-
As at March 2024	-	0.15	0.15
Depreciation/Impairment			
As at March 2022	-	-	-
Depreciation for the year	-	-	-
Disposals	-	-	-
Impairment	-	-	-
As at March 2023	-	-	-
Depreciation for the year	-	0.01	0.01
Disposals	-	-	-
Impairment	-	-	-
As at March 2024	-	0.01	0.01
Net Book Value			
As at March 2024	-	0.14	0.14
As at March 2023	-	-	-
As at March 2022	-	-	-

JYOTHI INFRAVENTURES LIMITED

CIN NO: L45203TG1995PLC019867

Notes annexed to and forming part of the Financial Statements

Note.4 : Investments

RS in Lakhs

S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
Non Current			
1	Investments in quoted shares	-	125.00
2	investment in unquoted shares	-	46.46
3	invetment in Joint Ventures	-	-
4	investment in Preference Shares	-	-
5	Investment in partnerships	-	-
	Total	-	171.46
Current			
1	Investments in quoted shares	-	-
2	investment in unquoted shares	-	-
3	invetment in Joint Ventures	-	-
4	investment in Preference Shares	-	-
5	Investment in partnerships	-	-
	Total	-	-
	Investments in Equity instruments -Sriven Multitech Limited-1250000 shares of Rs.10/- each	-	125.00
	Investments in Equity instruments -Unquoted Satya Kamal Agros-464635 shares of Rs.10/- each	-	46.46

Note 5: Trade Receivables

S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
Non Current			
A	Secured and considered good:		
	-From Related party	-	-
	-From Others	-	-
B	Unsecured and considered good:		
	-From Related party	-	-
	-From Others	-	-
C	Doubtful:		
	-From Related party	-	-
	-From Others	-	-
	Less: allowance for doubtfull debts	-	-
	Total	-	-
Current:			
A	Secured and considered good:		
	-From Related party	-	-
	-From Others	-	-
B	Unsecured and considered good:		
	-From Related party	-	-
	-From Others	-	4.00
C	Doubtful:		
	-From Related party	-	-
	-From Others	-	-
	Less: allowance for doubtfull debts	-	-
	Total	-	4.00

Note 6: Loans

S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
Non Current:			
Loans :			
1	To related parties	-	-
2	to other body corporate	-	-
3	To Others	-	-
4	Securirty Deposits:	-	-
5	Less: allowances for Doubfull loans	-	-
	Total Loans	-	-
Notes:			
1	Considered fgood	-	-
2	Considered Doubt full, Provided:	-	-
3	To related parties	-	-
4	to other boady corporate	-	-
5	to employees	-	-
	Total	-	-
Current:			
Loans :			
1	To related parties	-	-
2	to other body corporate	-	-
3	to employees	-	-
4	Securirty Deposits:	-	-
5	Less: allowances for Doubfull loans	-	-
	Total	-	-
Notes:			
1	Considered good	-	-
2	Considered Doubt full, Provided:	-	-
3	To related parties	-	-
4	to other boady corporate	-	-
5	to employees	-	-

Note 7: Income Taxes			
S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
a). Current Tax Liability			
	Opening Balance	-	-
	Add: Current tax payable for the year	-	-
	Less: Taxes Paid	-	-
	Less: TDS Recievables /Advance Tax	-	-
	Closing balances	-	-
b). Current Tax Asset			
	Opening Balance	-	-
	Add: Taxes paid/TDS Receivable	-	-
	Less: Current tax payable for the year	-	-
	Closing Balance	-	-
c). Differed Tax Asset			
	Differed tax Asset - (A)	-	-
	Provision for Employees	-	-
	Waranty Provisions	-	-
	Loss allowance on financial and Contract Assets	-	-
	Others	-	-
	Sub Total (A)	-	-
Differed tax Liability- (B)			
	on Written down value of fixed assets	-	-
	Others	-	-
	Sub Total (B)	-	-
	Total (A-B)	-	-
Note 8: Other Non Current Assets			
S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
A Other Non-Current Assets			
	Capital Advances	-	-
	Advances other than capital advances	-	-
	Security Deposits:	-	-
	-- Government Authorities - Electricity Dept	-	-
	-- Advances to Related Parties	-	-
	Other unsecured deposits	-	0.63
	Pre-operative expenses not writrtien off	-	-
	Total of Other Non-current Assets	-	0.63
Note 9: Inventories			
S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
1	Raw Material	-	-
2	Packing Material	-	-
3	Work In Process	-	-
4	Finished Goods	-	-
5	Consumbles & Stores and Spares	-	-
6	Property under Development	-	-
	Total Inventories	-	-
Note 10: Cash and Cash Equivalents			
S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
1	Cash and Cash Equivalents (Note 9.1)	0.83	0.73
2	Bank Balances other than Cash and Cash Equivalents	-	-
	Total Cash and Cash Equivalents	0.83	0.73
Notes:			
1. In the Balance sheet Cash comprises cash and demand deposits.			
2. Cash equivalents are held for the purpose of short term cash commitments rather than for investment or other purpose			
Note 10.1: Cash and Cash Equivalents			
S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
Bank and Cash Balances			
On Current Accounts:			
1	Balances with Scheduled Banks	0.78	0.69
2	Fixed Deposits	-	-
3	Cheques/drafts on hand	-	-
4	Cash on hand	0.05	0.05
	Total Cash and Cash Equivalents	0.83	0.73
Note 11: Other Current Assets			
S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
Other Current Assets			
1	Capital Advances:		
	Advances to Plant and Machinery	-	-
2	Advances other than capital advances:		
	MAT Credit Entitlement	-	-
3	Advances to body corporate	-	0.70
4	Advances to others	-	3.20
5	Other Advances:		
	GST Input	-	-
	Advances for Expenses	-	-
	Interest Receivable	-	-
	Prepaid Expenses	-	-
	Income tax Refundable	-	-
	TDS Recievable	-	-
	Advance Tax	-	-
	Others	-	-
	Total of Other current Assets	-	3.90

JYOTHI INFRAVENTURES LIMITED				
Notes annexed to and forming part of the Financial Statements				
Note 12: Equity share capital				
a. Equity share capital	RS in Lakhs			
	As at Mar 31, 2024		As at Mar 31, 2023	
	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Authorised				
Equity shares of Rs. 10 each	62,50,000	625.00	62,50,000	625.00
Issued				
Equity shares of Rs. 10 each	15,47,883	154.79	15,47,883	154.79
Subscribed and Paid-up				
Equity shares of Rs. 10 each fully paid-up	15,47,883	154.79	15,47,883	154.79
Total	15,47,883	154.79	15,47,883	154.79
b. Reconciliation of the number of equity shares outstanding and the amount of share capital				
	As at Mar 31, 2024		As at Mar 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares				
Issued and Subscribed:				
Shares outstanding at the beginning of the year	15,47,883	154.79	15,47,883	154.79
Add: Issued During the year for cash			-	-
Add: Shares issued at ESOP trust			-	-
Shares outstanding at the end of the year	15,47,883	154.79	15,47,883	154.79
c. Terms / rights attached to equity Shares				
The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholdings.				
d. Shares reserved for issue underwriter options				Nil
e. Detail of Rights Issues				Nil
f. details of shares held by Holding/Ultimatley Holding Company				Nil
g. Details of shares issued for consideration other than cash				Nil
h. Shares in the company held by each shareholder holding more than 5 percent				
	As at Mar 31, 2024		As at Mar 31, 2023	
Name of the Shareholder	No. of Shares held	% of Holding	No. of Shares held	% of Holding
TAMMINEEDI SAILAJA	11,53,080	74.49%	11,53,080	74.49%
Note 13 Other equity				
(A)			As at Mar 31, 2024	As at Mar 31, 2023
Capital Reserve:				
Balance at the beginning of the year			-	-
Add: Addition During the Year			-	-
Balance at the end of the year			-	-
General Reserve				
Balance at the beginning of the year			0.23	0.23
Add: Addition During the Year			-	-
Balance at the end of the year			0.23	0.23
Securities Premium:				
Balance at the beginning of the year			42.03	42.03
Add: Securities Premium on shares issued during the year			-	-
Balance at the end of the year			42.03	42.03
Retained earnings				
Balance at the beginning of the year			(270.74)	(270.47)
Add: Addition During the Year			(187.71)	(0.27)
Balance at the end of the year			(458.45)	(270.74)
Total other Equity			(416.20)	(228.49)

Note 14: Borrowings			
S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
	Non-Current:		
1	Bonds	-	-
2	Debentures(Secured)	-	-
3	Term loans:		
i	Secured:		
	- Power Finance Corporation Ltd*	-	-
	- HDFC Bank Ltd	-	-
ii	Working Capital	-	-
iii	Deferred payment liabilities	-	-
iv	Other Loans	-	-
4	Unsecured Loans		
	From Directors	253.97	193.87
	From other	-	1.27
	Total	253.97	195.14
	Current:		
1	Bonds	-	-
2	Debentures(Secured)	-	-
3	Term loans:		
i	Secured		
ii	Unsecured		
iii	From banks	-	-
iv	Working Capital	-	-
v	Other Loans	-	-
4	Unsecured Loans		
	Loans fom Individuals other than	-	-
i	Banks	-	-
	Total	-	-

*(Note : The unsecured loans from directors are repayable on demand based on the liquidity position of the company)

Note 15: Trade Payables			
S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
	Non Current:		
A	Trade payables		
a)	Total Outstanding Dues to Micro, Small and Medium Enterprises	-	-
b)	Total Outstanding Dues to other than Micro, Small and Medium Enterprises	-	-
	Sub Total	-	-
	Total	-	-
	Current:		
A	Trade payables		
	Dues to Micro, Small and Medium Enterprises	-	-
	Others	-	0.58
	Sub Total	-	-
B	Trade payables		
a)	Total Outstanding Dues to Micro, Small and Medium Enterprises	-	-
b)	Total Outstanding Dues to other than Micro, Small and Medium Enterprises	-	-
	Total	-	0.58

Note: Dues to micro and small enterprises - As per Micro, Small and Medium Enterprises Development Act, 2006 (MSMED' Act) This information has been determined to the extent such parties have been identified on the basis of information available with the Company

S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
	Principal amount remaining unpaid to any supplier as at the end of the year.	-	-
	Amount of interest due remaining unpaid to any supplier as at the end of the year	-	-
	Amount of interest paid under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year.	-	-
	Amount of interest due and payable for the period of delay in making payment (where the principal has been paid but interest under the MSMED Act, 2006 not paid)	-	-
	Amount of interest accrued and remaining unpaid at the end of year.	-	-
	Amount of further interest remaining due and payable even in the succeeding year	-	-

Note 16: Provisions			
S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
	Non Current:		
a)	Provision for Employee Benefits		
	For Provident Fund	-	-
	For gratuity	-	-
	Provision for compensated absences	-	-
b)	Others		
	Service Warranties	-	-
	Statutory Dues	-	-
	Legal Claims	-	-
	Total	-	-
	Current:		
a)	Provision for Employee Benefits		
	For Provident Fund	-	-
	For gratuity	-	-
	Provision for compensated absences	-	-
b)	Others		
	Service Warranties	-	-
	Statutory Dues	-	-
	Legal Claims	-	-
	Total	-	-

Note 17 : Other current Liabilities			
S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
	a).Revenue Received in Advance		
	Advances From customers	-	32.49
	b).Other Payables		
	Duties and taxes	(0.03)	
	Listing Fee	-	1.11
	Rent Payable	-	0.40
	Other Expenses Payable	2.55	22.20
	Audit fee payable	5.88	2.50
	Total	8.41	58.70
Note 18: Revenue from operations			
	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A	Revenue from contracts with customers disaggregated based on nature of product or services		
	Revenue from Sale of Products		
	a). Sale of Manufactured Goods	-	-
	b). Stock in Trade	-	-
	Net Revenue	-	-
	Revenue from Sale Service		
	a). Software services	-	-
	b). Other Services	-	-
	Sub total	-	-
	Other Operating Revenues		
	a). Export Incentives	-	-
	b). Royalty Received		
	From subsidiaries and associates	-	-
	From others	-	-
	c). Scrap Sale	-	-
	d). Others	-	-
	Sub total	-	-
	Total Revenue from Operations	-	-
B	Disaggregated revenue information		
	Revenue from contracts with customers disaggregated based on geography		
	a). Domestic	-	-
	b).Export	-	-
	C)Reconciliation of Gross Revenue from Contracts With Customers		
	Gross Revenue	-	-
	Less: Discount	-	-
	Less: Returns	-	-
	Less: Price Concession	-	-
	Less: Incentives and performance bonus	-	-
	Less: Goods and Service Tax	-	-
	Net Revenue recognised from Contracts with Customers	-	-
<p>The Company does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration. There are no contracts for sale of services wherein, performance obligation is unsatisfied to which transaction price has been allocated.</p>			
Note 19: Other Income			
	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
	Interest income		
	a).Financial assets mandatorily measured at fair value through profit or loss	-	-
	b). Interest income on financial assets fair valued through other comprehensive income		
	-Non Convertible debentures	-	-
	c). Financial assets carried at amortised cost		
	Tax free bonds and government bonds	-	-
	Deposits with banks and others	-	-
	Sub total (i)	-	-
	Dividend Income		
	a).Investments mandatorily measured at fair value through profit or loss	-	-
	b).Equity investment designated at fair value through other comprehensive income	-	-
	Sub total (ii)	-	-
	Unwinding of discount on security deposits(iii)	-	-
	Government grants (iv)	-	-
	Rental income on Investment Properties (v)	-	-
	Total(i+ii+iii+iv+v)	-	-

Note 20 Cost of Material Consumed			
	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Raw Material Consumed			
	Raw materials at the beginning of the year	-	-
	Add: Purchases During the year	-	-
	Less: Raw materials at the end of the year	-	-
	Total cost of raw material consumed	-	-
	(Write down value of inventories Rs. _____ and written down value of material due to obsolescence Rs. _____ these amount included in the cost material consumed)		
B). Packing Material			
	Packing materials at the beginning of the year	-	-
	Add : Purchases During the year	-	-
	Less: Packing materials at the end of the year	-	-
	Total cost of packing materials consumed (B)	-	-
	Total cost of Materials consumed (B)	-	-
Note 21 Changes in inventories of finished goods, work-in-progress and stock-in-trade			
	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
	Opening Balnce	-	-
	Finished Goods	-	-
	Work in Progress	-	-
	Stock in Trade (Including Goods in Transit)	-	-
	Spares and Consumables	-	-
	Total Opening Balnces	-	-
Closing Balance			
	Finished Goods	-	-
	Work in Progress	-	-
	Stock in Trade (Including Goods in Transit)	-	-
	Spares and Consumables	-	-
	Total Closing Balance	-	-
	Total Changes in inventories of finished goods, work-inprogress and stock-in-trade	-	-
Note 22 Employee Benefits			
	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
	Salaries, Wages, Bonus etc.	-	-
	Contribution to P.F, E.S.I and Other Statutory Funds	-	-
	Employee share based payment expenses	-	-
	Gratuity	-	-
	Leave compensation	-	-
	Post-employment pension benefits	-	-
	Post-employment medical benefits	-	-
	Staff welfare expenses	-	-
	Total Employee benefits	-	-
Note 23 Finance Cost			
	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest and finance charges on financial liabilities carried at amortised cost			
	a). Interest on Bank Borrowings	-	-
	b). Interest on Bill Discounting	-	-
	c). Other Interest Expenses(Bank Charges)	-	-
	Less: Amount Capitalised	-	-
	Total Interest on financial liabilities carried at amortised cost	-	-
	Intest on Trade payables (as per MSME Act)	-	-
	Interest on delayed payment of statutory dues	-	-
	Unwinding of discount on provision	-	-
	Exchange difference regarded as adjustment to borrowing costs	-	-
	Dividend on redeemable preference shares (including dividend distribution tax)	-	-
	Total Finance Cost	-	-
Note 24 Depreciation and Amortisation Expenses			
	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
	Depreciation on plant, property and equipment		
	Depreciation on Investment properties		
	Amortisation on Intangible assets	0.01	-
	Total depreciation and Amortisation expenses	0.01	-

Note 25 : Other expenses			
	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
	Audit Fees	2.50	0.25
	Advertisement	0.11	-
	Listing fees	7.25	-
	CDSL	0.62	-
	Rent	-	-
	Telephone Expense	0.03	-
	Reinstatement Fee	47.20	-
	ROC Filings	0.42	-
	Professional & consultancy	0.50	-
	Office maintenance	-	-
	Computer Maintenance	-	-
	RTA Fee	2.00	-
	Miscellaneous expenses	0.01	0.02
	Postage & Courier	-	-
	Website Expenses	0.14	-
	NSDL Fee	2.34	-
	Consultancy and Legal Charges	-	-
	Books and Periodicals	-	-
	Total	63.12	0.27
25.1 Payment to Auditors			
	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
	As An Auditor		
	- Audit Fees	2.50	0.25
	- Tax Audit	-	-
	- Limited Review	-	-
	In Other Capacity		
	- Taxation Matters	-	-
	- Company Law matters	-	-
	- Certification matters	-	-
	- Reimbursement of Expenses	-	-
	Total Payment to Auditor	2.50	0.25
25.2 Corporate Social Responsibility(CSR) Not Applicable to this period			
	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
	Amount required to be spent as per Section 135 of the Companies Act, 2013	-	-
	Amount spent during the year on:	-	-
		-	-

Corporate Information:

JYOTHI INFRAVENTURES LIMITED (“the Company”) is a listed entity incorporated in India in the year 1995. The Registered office of the company is located at Flat No: 704, “D” Block, Tower A, Aparna heights, Kondapur Main Road, Laxmi Nagar, Kondapur, Hyderabad, Telangana. 500084, India. The Company is engaged in business of "trading of infrastructure building materials and infra works". The Shares of the company is listed in BSE Limited.

Disclosure of Significant Accounting Policies:

1.1 Basis for Preparation of Financial Statements:

a) Compliance with Indian Accounting Standards (Ind As)

The Standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind As) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013.

The standalone financial statements have been prepared on the historical cost basis except for certain instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Accordingly, the Company has prepared these Standalone Financial Statements which comprise the Balance Sheet as at 31 March, 2024, the Statement of Profit and Loss for the year ended 31 March 2024, the Statement of Cash Flows for the year ended 31 March 2024 and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as ‘Standalone Financial Statements’ or ‘financial statements’).

These financial statements are approved by the Board of Directors on 24-05-2024.

b) Basis of Preparation of financial statements

The separate financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) under historical cost convention on accrual basis except the assets and liabilities which have been measured at Fair Values.

- Financial instruments – measured at fair value;
- Assets held for sale – measured at fair value less cost of sale;
- Plan assets under defined benefit plans – measured at fair value
- Employee share-based payments – measured at fair value
- Biological assets – measured at fair value

- In addition, the carrying values of recognized assets and liabilities, designated as hedged items in fair value hedges that would otherwise be carried at cost, are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationship.

Current and Non-Current Classification:

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is classified as current when it satisfies any of the following criteria:

- Expected to be realized, or is intended to be sold or consumed, the Company's normal operating cycle.
- held primarily for the purpose of trading;
- It is expected to be realized within twelve months after the reporting date; or
- It is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the Company's normal operating cycle;
- It is held primarily for the purpose of being traded.
- It is due to be settled within 12 months after the reporting date; or the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.
- Terms of liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current liabilities.

c) Use of estimates and judgment

The preparation of the financial statements in conformity with Ind AS, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Actual results may differ from these estimates.

This note provides an overview of the areas where there is a higher degree of judgment or complexity. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation.

The areas involving critical estimates or judgments are:

S.no	Name of the estimate	Note No	Remarks
1	Fair value of unlisted equity securities	Not applicable	No unlisted equity shares are held by the company during the current financial year
2	Goodwill impairment	Not applicable	No amount provided during the current financial year
4	Useful life of intangible asset	Note No.3.2	Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective useful life on straight line basis, from the date they are available for use.
5	Defined benefit obligation	Note No.1.15	Long term provision for gratuity
7	Measurement of contingent liabilities and contingent purchase consideration in a business combination	Note No.1.19	Contingent transactions are recognized based on happening contingent event. No contingent liabilities for the report
8	Current tax expense and current tax payable	Note No.1.32	As per the Ind AS.12
9	Deferred tax assets for carried forward tax losses	Note No.1.32	As per the Ind AS.12
10	Impairment of financial assets	Note No.1.3	As per Ind AS 16

d. Standards issued but not effective (based on Exposure drafts available as on date)

The amendments are proposed to be effective for reporting periods beginning on or after 1 April 2021.

i). Issue of Ind AS 117 – Insurance Contracts:

Ind AS 117 supersedes Ind AS 104 Insurance contracts. It establishes the principles for the recognition, measurement, presentation, and disclosure of insurance contracts within the scope of the standard. Under the Ind AS 117 model, insurance contract liabilities will be calculated as the present value of future insurance cash flows with a provision for risk.

Application of this standard is not expected to have any significant impact on the Company's financial statements.

Amendments to existing Standards

Ministry of Corporate Affairs has carried out amendments of the following accounting standards:

1. Ind AS 103 – Business Combination - nil
2. Ind AS 1, Presentation of Financial Statements and Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors
3. Ind AS 40 – Investment Property - nil
4. The Company is in the process of evaluating the impact of the new amendments issued but not yet effective.

e. Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID-19):

In assessing the recoverability of assets including trade receivables, unbilled receivables and investments, the Company has considered internal and external information up to the date of approval of these standalone financial statements including credit reports and economic forecasts. The Company has performed sensitive analysis of the assumptions used and based on current indicators of future economic conditions; the Company expects to recover the carrying amount of these assets. The eventual outcome of impact of the global health pandemic COVID-19 may be different from those estimated as on the date of approval of these standalone financial statements.

f. Historical cost convention and Accrual basis:

The separate financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) under historical cost convention on accrual basis as per the provisions of Companies Act 2013.

- Financial instruments – measured at fair value;
- Assets held for sale – measured at fair value less cost of sale;
- Plan assets under defined benefit plans – measured at fair value
- Employee share-based payments – measured at fair value
- Biological assets – measured at fair value
- In addition, the carrying values of recognized assets and liabilities, designated as hedged items in fair value hedges that would otherwise be carried at cost, are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationship.

1. Significant accounting policies:

A summary of the significant accounting policies applied in the preparation of the financial statements is as given below. These accounting policies have been applied consistently to all the periods presented in the financial statements.

2.1. Ind AS 105: Non-Current Assets held for Sale or Discontinued Operations:

This standard specifies accounting for assets held for sale, and the presentation and disclosure for discontinued operations:

- (a) Assets that meet the criteria to be classified as held for sale to be measured at the lower of carrying amount and fair value less cost to sell, and depreciation on such assets to cease; and
- (b) Assets that meet the criteria to be classified as held for sale to be presented separately in the balance sheet and the results of discontinued operations to be presented separately in the statement of profit and loss.

S.no	Particulars of Disclosures	As on 31 st March 2024 (Rs.)	As on 31 st March 2023 (Rs.)
1	A Description of Non-Current Asset (Disposal group)	-	-
2	a description of the facts and circumstances of the sale, or leading to the expected disposal, and the expected manner and timing of that disposal	-	-
3	the gain or loss recognized in accordance with paragraphs 20– 22 and, if not separately presented in the statement of profit and loss, the caption in the statement of profit and loss that includes that gain or loss	-	-

2.2 Ind AS 106: Exploration for Evolution of Mineral resources:

This standard specifies the financial reporting for the exploration for evaluation of mineral resources. In particular, this standard requires:

- a. Limited improvements to existing accounting practices for exploration and evaluation of expenditures
- b. Entities that recognize exploration and evaluation of assets to assess such assets for impairment in accordance with this standard and measure any impairment.

Disclosures that identify and explain the amounts in the entity's financial statements arising from the exploration for the evaluation of mineral resources and help users of those financial statements understand the amount, timing, and certainty of future cash flows from any exploration and evaluation of assets recognised.

This Ind AS 106 not applicable, As the company is engaged in the business of trading of infrastructure building materials and infra works. Hence this Ind AS does not have any financial impact on the financial statements of the company.

2.2 Ind AS-16: Property, Plant and Equipment:

Property, Plant and Equipment are stated at cost less accumulated depreciation.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Property, plant, and equipment which are significant to the total cost of that item of Property Plant and Equipment and having different useful life are accounted for separately.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and carrying amount of the asset is recognized in the statement of profit or loss when the asset is derecognized.

Depreciation on Property Plant and Equipment is provided on Straight line method. Depreciation is provided based on useful life as prescribed under part C of schedule II of the Companies act, 2013.

S.no	Asset	Use full life in Years
1	Plant and Machinery	3-60
2	Electrical Installations	2-40
3	Lab Equipment	3-60
4	Computers	3-10
5	Office Equipment	2-20
6	Furniture & Fixtures	3-15
7	Vehicles	5-20

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

The books of Accounts of company doesn't carry any Property, Plant and Equipment during the reporting period, hence this accounting standard does not have financial impact on the financial statements of the company.

Impairment

Property Plant and Equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

2.3 Impairment Assets (Ind AS 36)

The Company's non-financial assets, other than deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

The books of accounts of the company don't carry any impairment of assets during the reporting period, hence this accounting standard does not have a financial impact on the financial statements of the company.

2.4 Intangible assets (Ind AS 38):

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their estimated useful life on straight line basis.

Subsequent costs are included in assets carrying amount or recognized or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

The residual values, useful lives and methods of depreciation of Property Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from derecognition of Intangible asset are measured as the difference between the net disposal proceeds and carrying amount of the asset is recognized in the statement of profit or loss when the asset is derecognized.

The books of accounts of the company doesn't carry any Intangible assets during the reporting period, hence this accounting standard does not have financial impact on the financial statements of the company.

2.5 Cash Flow Statement (Ind AS 7):

Cash flows are reported using the indirect method under Ind AS 7, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing, and financing activities of the company are segregated based on the available information.

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

a). Non-cash items: Nil

b). Changes in Liability Arising from Financing Activity:

Particulars	01-Apr-23	Cash Flow		31-Mar-24
		Receipts	Payments	
Current Borrowings	-	-	-	-
Non-current Borrowings	-	-	-	-
Total	-	-	-	-

2.6 Operating Cycle:

The Company has adopted its normal operating cycle as twelve months based on the nature of products and the time between the acquisition of assets for processing and their realization, for the purpose of current / non-current classification of assets and liabilities.

2.7 Capital Work in Progress

Capital Work in Progress (CWIP) includes Civil Works in Progress, Plant & Equipment under erection and Preoperative Expenditure pending allocation on the assets to be acquired/commissioned, capitalized. It also includes payments made towards technical know-how fee and for other General Administrative Expenses incurred for bringing the asset into existence.

2.8 Investments:

Investments are classified as Non-Current and Current investments.

Investments, which are readily realisable and are intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments.

During the year ended the company wrote off Non-Current Investments which were deemed not recoverable.

Current investments are carried at lower of cost and fair value. Non-Current Investments are carried at cost less provision for other than temporary diminution, if any, in value of such investments.

2.9 Effects of changes in Foreign Rates (Ind AS 21):

Foreign currency transactions are recorded at the exchange rates prevailing on the dates when the relevant transactions took place. Exchange differences arising on settled foreign currency transactions during the year and translation of assets and liabilities at the year-end are recognized in the statement of profit and loss.

In respect of Forward contracts entered into to hedge risks associated with foreign currency fluctuation on its assets and liabilities, the premium or discount at the inception of the contract is amortized as income or expense over the period of contract. Any profit or loss arising from the cancellation or renewal of forward contracts is recognized as income or expense in the period in which such cancellation or renewal is made.

The company has not entered into any foreign exchange transactions during the reporting period; hence this accounting standard does not have financial impact on the financial statements.

2.10 Borrowing Costs (Ind AS 23):

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for the intended use or sale.

Investment income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets is recognised in a statement of profit and loss.

Discounts or premiums and expenses on the issue of debt securities are amortized over the term of related securities are included within borrowing costs. Premiums payable on early redemptions of debt securities, in lieu of future costs, are recognised as borrowing costs.

All other borrowing costs are recognised as expenses in the period in which they are incurred.

2.11 Revenue Recognition (Ind AS 18) :

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

- a) Sales Revenue is recognized on dispatch to customers as per the terms of the order. Gross sales are net of returns and applicable trade discounts and excluding GST billed to the customers.
- b) A subsidy from the Government is recognized when such subsidy has been earned by the company and it is reasonably certain that the ultimate collection will be made.
- c) Interest income is recognized on a time proportion basis considering the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.
- d) All other incomes are recognized based on the communications held with the parties and based on the certainty of the incomes.

2.12 Accounting for Government Grants and Disclosure of Government Assistance (Ind AS 20):

Government grants:

Government grants are not recognised until there is a reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received.

Government grants are recognised in the Statement of Profit and Loss on a systematic basis over the years in which the Company recognizes as expenses the related costs for which the grants are intended to compensate or when performance obligations are met.

Government grants, whose primary condition is that the Company should purchase, construct, or otherwise acquire non-current assets and nonmonetary grants are recognised and disclosed as 'deferred income' under non-current liability in the Balance Sheet and transferred to the Statement of Profit and Loss on a systematic and rational basis over the useful lives of the related assets.

The benefit of a government loan at a below-market rate of interest and effect of this favorable interest is treated as a government grant. The loan or assistance is initially recognised at fair value and the government grant is measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates and recognised to the income statement immediately on fulfillment of the performance obligations. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

2.13 Inventories (Ind AS 2):

Inventories are assets:

- a. Held for sale in the ordinary course of business.
- b. In the process of production for such sale.
- c. In the form of materials or supplies to be consumed in the production process or in the rendering of services

Net Realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

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

Inventories at the year-end are valued as under:

Raw Materials, Packing Material, Components, Consumables and Stores & Spares	At Cost as per First in First out Method (FIFO).
Work In Progress and Finished goods	At lower of net realizable value and Cost of Materials plus Cost of Conversion and other costs incurred in bringing them to the present location and condition.

- Cost of Material excludes duties and taxes which are subsequently recoverable.
- Stocks at Depots are inclusive of duty, wherever applicable, paid at the time of dispatch from Factories.
- Based on the information provided the difference between physical verification and valuation of the inventories are charged to the profit and loss account.
- The books of accounts the company doesn't carry any inventory value during the reporting period, and hence this accounting standard doesn't have financial impact on the Financial Statements.

2.14 Trade Receivables – Doubtful debts:

A Trade receivable represents the company's right to an amount of consideration that is unconditional.

During the year ended the company wrote off Trade Receivables which were deemed irrecoverable

Provision is made in the Accounts for Debts/Advances which is in the opinion of Management are Considered doubtful of Recovery.

2.15 Retirement and other Employee Benefits:

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation other than the contribution payable to the provident fund. The Company recognizes the contribution payable to the provident fund scheme as expenditure when an employee renders related service.

Gratuity liability is a defined benefit obligation and the cost of providing the benefits under this plan is determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out for this plan using the projected unit credit method. Actuarial gains and losses for defined benefits plan is recognized in full in the period in which they occur in the statement of profit and loss.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents leave as a

current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

2.16 Ind AS 17- Leases

A Lease is classified as a Finance Lease if it transfers substantially all the risks and rewards incidental to ownership. A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership.

Finance charges in respect of finance lease obligations are recognized as finance costs in the statement of profit and loss. In respect of operating leases for premises, which are cancelable / renewable by mutual consent on agreed terms, the aggregate lease rents payable are charged as rent in the Statement of Profit and Loss.

2.17 Insurance Claims:

Insurance Claims are accounted for on the basis of claims admitted/expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

2.18 Earnings per Share (Ind AS 33):

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.19 Provisions, Contingent Liabilities and Contingent Assets (Ind AS 37):

Provisions are recognised in the balance sheet when the company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the

present obligation at the balance sheet. Where the time value of money is material, provisions are made on a discounted basis.

Disclosure for Contingent liabilities is made when there is a possible obligation or present obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from the past events where it is either not probable that an outflow of resources embodying in economic benefits will be required to settle or a reliable estimate of amount cannot be made.

Disclosure for Contingent assets are made when there is possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. However Contingent assets are neither recognized nor disclosed in the financial statements.

2.20 Prior Period and Extraordinary and Exceptional Items:

- (i) All Identifiable items of Income and Expenditure pertaining to prior period are accounted through ‘Prior Period Items’.
- (ii) Extraordinary items are income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the enterprise and, therefore, are not expected to recur frequently or regularly. The nature and the amount of each extraordinary item be separately disclosed in the statement of profit and loss in such a manner that its impact on current profit or loss can be perceived.
- (iii) Exceptional items are generally non-recurring items of income and expenses within profit or loss from ordinary activities, which are of such nature, or incidence.

2.21 Financial Instruments (Ind AS 107 Financial Instruments: (Disclosures)

I. Financial assets:

A. Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition.

B. Subsequent Measurement

a) financial assets measured at amortized cost (AC)

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

b) financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose Objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) financial assets measured at fair value through profit or loss (FVTPL)

A Financial asset which is not classified in any of the above categories are measured at FVTPL e.g. investments in mutual funds. Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 –Financial Instruments.

II. Financial Liabilities

A. Initial recognition

All financial liabilities are recognized at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognized in the Statement of Profit and Loss as finance cost.

B. Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

2.22 Contingent Liabilities not provided for and commitments:

(in Lakhs)

Nature of Contingent Liability	March 31, 2024	March 31, 2023
i. Unexpired guarantees issued on behalf of the company by Banks for which the Company has provided counter guarantee	NIL	NIL
ii. Bills discounted with banks which	Nil	Nil

have not matured		
iii. Corporate Guarantees issued by Company on behalf of others to Commercial Banks & Financial Institutions	Nil	Nil
iv. Collateral Securities offered to Banks for the limit Sanctioned to others	Nil	Nil
v. Legal Undertakings given to Customs Authorities for clearing the imports	Nil	Nil
vi. Claims against the company not acknowledged as debts		
a. Excise	NIL	NIL
b. Sales Tax	NIL	NIL
c. Service Tax	Nil	Nil
d. Income Tax	NIL	NIL
e. Civil Proceedings	NIL	NIL
f. Company Law Matters	Unascertainable	Unascertainable
g. Criminal Proceedings	Unascertainable	Unascertainable
h. Others	Nil	Nil
vii. Estimated amounts of contracts remaining to be executed on Capital Account and not provided for	Nil	Nil

2.23 Operating SAGMents (Ind AS 108)

Operating sAGMent is a component of an entity:

- a. That engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity).
- b. Whose operating results are regularly reviewed by the entity's chief operating decision maker to make decision about resources to be allocated to the sAGMents and assess its performance, and
- c. For which discrete financial information is available.

The Company is engaged in the business of trading infrastructure building materials and infra works. As there are no separate reportable sAGMents, SAGMent Reporting as per Ind AS -108, "Operating SAGMents" is not applicable.

2.24 Events After the Reporting Period (Ind AS 10)

Events after the reporting period are those events, favorable and unfavorable, that occur between the end of the reporting and the date when the financial statements are approved

by the Board of Directors in case of a company, and, by the corresponding approving authority in case of any other entity for issue. Two types of events can be identified:

- a. Those that provide evidence of conditions that existed at the end of reporting period (adjusting events after the reporting period);
- b. Those that are indicative of conditions that arose after the reporting period (non-adjusting events after the reporting period).

An entity shall adjust the amounts recognized in its financial statements to reflect adjusting events after the reporting period.

As per the information provided and Books of Accounts no such events are identified during the reporting period. Hence Ind AS 10 Events After the Reporting Period is not applicable.

2.25 Construction Contracts (Ind AS 11):

Construction contract is a contract specifically negotiated for the construction of an asset or a combination of assets that are closely interrelated or interdependent in terms of their design, technology, and function or their ultimate purpose or use.

The company is engaged in the business of trading of infrastructure building materials and infra works, hence Ind AS 11 “Construction Contract” is not applicable.

2.26 Income Taxes (Ind AS 12)

The Tax Expense for the period comprises of current and deferred tax.

- **Current Tax:**
Current Tax Assets and Liabilities are measured at the amount expected to be recovered from or paid to the Income tax authorities, based on tax rates and laws that are enacted at the Balance Sheet date.
- **Deferred Tax:**
Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the Company reassesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future

taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

New and Amended Standards

2.27 Amendment to Ind AS 116: COVID -19 Related Rent Concessions:

The amendments provide relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is lease modification. A lessee that makes this election accounts for any change in lease payments resulting from COVID-19 related rent concession the same way it would account for the changes under Ind AS 116 if changes were not lease modifications. This Amendment had no impact on the standalone financial statements of the Company.

2.28 Amendment to Ind AS 1 and Ind AS 8: Definition of material:

The Amendments provide a new definition of material that states, “information is material if omitting, misstating or obscuring it is reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements, which provide financial information about specific reporting entity”. The amendments clarify that materiality will depend on the nature of magnitude of information, either individually or in combination with other information, in the context of the financial year statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the financial statements of the company.

2.29 Amendment to Ind AS 107 and Ind AS 109: Interest Rate Benchmark Reform:

The amendments to Ind AS 109 Financial Instruments: Recognition and Measurements provide a number of reliefs, which apply to all hedging relationships that are directly affected by interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainty about the timing and/or amount of benchmark -based cash flow of hedging items or hedging instrument. These amendments have no impact on

the standalone financial statements of the company as it does not have any interest rate hedge relation.

The amendment to Ind AS 107 prescribes the disclosure which entities are required to make for hedging relationship to which the reliefs as per the amendments in Ind AS 109 are apply. This amendment had no impact on the standalone financial statement of the company.

JYOTHI INFRAVENTURES LIMITED

NOTES TO ACCOUNTS

26. Related Party Disclosures (Ind AS 24):

Related Party disclosures required as per Accounting Standard (Ind AS-24) on “Related Party disclosures “issued by the Institute of Chartered Accountants of India, are as below:

a) Names of related parties and the Description of Relationship:

Sl. No	Name	Relationship
(i)	Subsidiaries	NIL
(ii)	Key Management Personnel Jhansi Sanivarapu G. Shivashankar Reddy K. Rajasekhara Reddy Prianka Agarwal Srinivasan Chakravarthy	CFO, Whole-Time Director Director Additional Director Additional Director Company Secretary

27. Consolidated and Separate Financial Statement (Ind AS 27):

The company has no subsidiary companies for the current reporting period. Hence consolidate and separate financial statement are not applicable.

28. Investments in Associates (Ind AS 28):

The company has not made any investments in any of its associates during the reporting period. This accounting standard has no financial impact on the financial statements for the current reporting period.

29. Interest in Joint Ventures (Ind AS 31) :

The company has no interest in any Joint ventures. This accounting standard has no financial impact on the financial statements for the current reporting period.

30. Earnings Per Share (Ind AS 33):

a) Basic Earnings Per Share for (continued operations) there are no discontinued operations hence, EPS is presented for continued operations only.

Particulars	March 31, 2024	March 31, 2023
Profit After Tax (Rs.)- (A)	(187.71)	(0.27)
Weighted Average No. of Shares (Basic)- (B)	15,47,883	15,47,883
EPS (Basic) = (A)/(B)	(12.13)	(0.02)

b). **Diluted earnings per share** (continued operations) there are no discontinued operations hence, EPS is presented for continued operations only.

Particulars	March 31, 2024	March 31, 2023
Profit After Tax (Rs.)- (A)	(0.27)	(0.27)
Weighted Average No. of Shares (Diluted) -(B)	15,47,883	15,47,883
EPS (Diluted) = (A)/(B)	(12.13)	(0.02)

31. Derivative instruments and un-hedged foreign currency exposure:

a) There are no outstanding derivative contracts as at March 31, 2024 and March 31, 2023.

b) Particulars of Un-hedged foreign currency exposure is : Nil

32. Confirmation of Balances:

Confirmation letters have been issued by the company to Trade Receivables, Trade Payables, Advances to suppliers and others advances requesting that the confirming party responds to the company only if the confirming party disagrees with the balances provided in the request and however the company has not received any letters on disagreements.

33. Net Current Assets:

S.no	Particulars	As on 31 st March 2024	As on 31 st March 2023
A	Current Assets:		
1	Inventories	-	-
2	Trade Receivables		4.00
3	Cash and Cash equivalent	0.83	0.73
4	Current Tax Asset (Net)	-	-
5	Other Current Asset		3.90
	Total Current Assets	0.83	8.63
B	Current Liabilities:		
1	Borrowings	-	-
2	Trade Payables		0.58
3	Other Current Liabilities	8.41	58.70
	Total Current liabilities	8.41	59.28
C	Current Assets-Current Liabilities	(7.58)	(50.66)

During the year ended 31.03.2024 the company wrote off INR 3.9 Lakhs of Trade Receivables and INR 4 lakhs of Other current assets which were deemed irrecoverable.

34. Revenue from Operations:

S.no	Particulars	As on 31 st March 2024	As on 31 st March 2023
1	Sale of goods:		
	Sale of Manufactured Products	-	-
	Stock In trade	-	-
	Total	-	-
2	Revenue from Sale of Service	-	-
3	Other Operating Revenues	-	-

35. Revenue Reconciliation:

S.no	Particulars	As on 31 st March 2024	As on 31 st March 2023
1	Sale of Products"		
	Domestic	-	-
	Exports	-	-
	Gross Revenue	-	-
	Less: Discount	-	-
	Less: Returns	-	-

	Less: price Concession	-	-
	Less Incentives and Performance bonus	-	-
	Less: Goods and service Tax	-	-
	Net Revenues recognized from contracts with customers	-	-

36. Other Income:

S.no	Particulars	As on 31 st March 2024	As on 31 st March 2023
1	Discounts Received	-	-
2	Interest Received from FD	-	-
3	Other Income	-	-

37. Details of Loans given, Investments made and Guarantee given covered Under Section 186(4) of the Companies Act, 2013.

The company has not extended any Corporate Guarantees in respect of loans availed by any company/firm as at March 31, 2024

38. Auditors' Remuneration:

Particulars	March 31, 2024	March 31, 2023
Fees towards*		
Statutory Audit	1.00	0.25

*The fees is exclusive of GST

39. Dues to Micro Small and Medium Enterprises:

Disclosure required as per section 22 of the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act.) as at 31.03.2024.

SL No	Description	March 31, 2024
1	Principal amount due to suppliers under MSMED	NIL
2	Interest accrued and due to suppliers covered under MSMED on the above amount, unpaid	NIL
3	Payment made to suppliers (with Interest) beyond the appointed day during the year.	NIL
4	Payment made to suppliers (other than interest) beyond the	NIL

	appointed day during the previous year	
5	Interest paid to suppliers covered under MSMED	NIL
6	Interest due & Payable to suppliers covered under MSMED Act., towards payments already made.	NIL

The information has been given in respect of such vendors to the extent they could be identified as micro and small enterprises on the basis of information available with company.

As per the information provided / submitted by the Company, there are no dues to Micro, Small and Medium Enterprises covered under ('MSMED' Act, 2006).

40. Financial Risk Management

In course of its business, the company is exposed to certain financial risk such as market risk (Including currency risk and other price risks), credit risk and liquidity risk that could have significant influence on the company's business and operational/financial performance. The Board of directors reviews and approves risk management framework and policies for managing these risks and monitor suitable mitigating actions taken by the management to minimize potential adverse effects and achieve greater predictability to earnings.

41. Credit Risk

Credit risk refers to the risk that the counter party will default on its contractual obligations resulting in financial loss to the company. The company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The company makes an allowance for doubtful debts/advances using the expected credit loss model.

42. Liquidity risk

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 pre requirements. The Company's exposure to liquidity risk is minimal as the promoters of the company is infusing the funds based on the requirements.

43. Amounts have been rounded off to nearest Rupee.

As per our report of even date
For **V RAVI & CO.,**
Chartered Accountants
Firm Reg. No. 006492S

For and on behalf of the Board of
JYOTHI INFRAVENTURES LIMITED

D Ramesh Kumar
Partner
Membership No. 217139
UDIN: 24217139BKBMGC8065

Sd/-
Shivashankar Reddy
Director
DIN: 10039853

Sd/-
Jhansi Sanivarapu
Whole- Time Director
& CFO
DIN: 03271569

Sd/-
Chakravarthi Srinivasan
Company Secretary
M. No. 3648

Place: Hyderabad
Date: 24-05-2024

JYOTHI INFRAVENTURES LIMITED