



TELOGICA LIMITED

(FORMERLY KNOWN AS AISHWARYA TECHNOLOGIES AND TELECOM LIMITED)

30th
ANNUAL REPORT
2024-25

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Corporate Information**BOARD OF DIRECTORS**

Srinivasa Rao Mandava	(DIN: 03456187) – Executive, Managing Director
Hari Kirshna Reddy Kallam	(DIN: 01302713) – Executive, Chairman, Whole-time Director
Venkateswara Rao Devineni	(DIN: 03616715) – Executive, Chief Financial Officer, Whole-time Director
Mahesh Ambalal Kuvadiah	(DIN: 07195042) – Non-executive, Independent Director
Arpitha Reddy Mettu	(DIN: 03553277) – Non-executive, Independent Director
Sreekanth Bolla	(DIN: 05306196) – Non-executive, Independent Director
Srinivas Kumar Mediseti	(DIN: 07878337) – Non-executive, Independent Director
Satish Kumar Maddineni	(DIN: 03452107) – Executive, Whole-time Director

CIN

L72200TG1995PLC020569

COMPANY SECRETARY & COMPLIANCE OFFICER

Khush Mohammad

REGISTERED OFFICE

Empire Square, Plot No 233-A, 234 & 235,
3rd Fl, Rd No 36, Jubilee Hills,
Hyderabad, Telangana – 500 033.
Email Id: legal@telogica.com
Website: <https://aishwaryatechtele.com/>

STATUTORY AUDITORS

M/s. P. Murali & Co
Chartered Accountants
Hyderabad

SECRETARIAL AUDITORS

M/s. Akhilesh Singh & Associates
Company Secretaries
Kanpur

INTERNAL AUDITORS

M/s. P. Jitender Reddy & Co.
Chartered Accountants
Hyderabad

BANKER

PUNJAB NATIONAL BANK
ICICI BANK
MAHINDRA AND MAHINDRA FINANCIAL SERVICES LIMITED

REGISTRAR AND SHARE TRANSFER AGENTS

Bigshare Services Private Limited
306, Right Wing, 3rd Floor Amrutha Ville,
Opp. Yashoda Hospital Somajiguda Rajbhavan Road
Hyderabad – 500 082
Telephone No.: 040-2337 4967, 040-2337 0295
E-mail Id: bsshyd@bigshareonline.com

LISTED WITH

BSE Limited (BSE), Mumbai

NOTICE

Notice is hereby given that the 30th Annual General Meeting ("AGM") of Telogica Limited will be held on Tuesday, September 30, 2025 at 04:00 P.M at Empire Square, Plot No 233-A, 234 & 235, 3rd Floor, Road No 36, Jubilee Hills, Hyderabad 500 033 through video conferencing ("VC") / other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:**1. To receive, consider, and adopt the Audited Standalone Financial Statement for the financial year ended March 31, 2025**

To receive, consider, and adopt the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To appoint Venkateswara Rao Devineni (DIN:03616715), who retires by rotation as a director

In this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Venkateswara Rao Devineni (DIN:03616715), be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:**3. To appoint Secretarial Auditors of the company**

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

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws/statutory provisions, if any, as amended from time to time, P S Rao & Associates, Practising Company Secretaries (Unique Identification Number P2001TL078000) be and is hereby appointed as the Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors."

4. To re-appoint Sreekanth Bolla (DIN:05306196) as Independent Director of the company.

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

"RESOLVED THAT pursuant to provisions of Section 149, 150, 152 & Schedule IV of the Companies Act, 2013, read along with the applicable rules of the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and in pursuance of recommendation of Nomination and Remuneration Committee and approval of the Board based on the performance evaluation, Sreekanth Bolla (DIN:05306196) who was appointed as an Independent Director of the company in the 25th AGM held on October 19, 2020, who holds office till September 04, 2025, and who is eligible to be reappointed for another term of five (5)

consecutive years and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby reappointed as an Independent Director, not liable to retire by rotation for a second term of five (5) consecutive years i.e., from September 04, 2025 till September 03, 2030 (both days inclusive).”

**By order of the Board
For Telogica Limited**

**Sd/-
Hari Krishna Reddy Kallam
Chairperson & Whole-time Director
DIN: 01302713**

**Date: August 28, 2025
Place: Hyderabad**

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by “COVID-19”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 3 & 4 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 2 & 4 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
3. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities Exchange Board of India (collectively referred to as “SEBI Circulars”), Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/Depository Participants. Members may note that the Notice and the Annual Report 2024-25 will also be available on the Company’s website <https://aishwaryatechtele.com/> , website of the Stock Exchange, that is, BSE Limited at www.bseindia.com , and on the website of Company’s Registrar and Transfer Agent, Bigshare Services Private Limited (“RTA”) at <https://www.bigshareonline.com/> .
4. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at legal@telogica.com or to the RTA at ivote@bigshareonline.com.
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
5. 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 proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
6. Institutional shareholders/corporate shareholders (i.e., other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail to jinesh211@gmail.com with a copy marked to ivote@bigshareonline.com. Institutional shareholders (i.e., other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab in their login.
7. Book Closure Date for the purpose of AGM: from September 24, 2025 to September 30, 2025 (both days included)

8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.telogica.com and on the website of the Company's RTA, Bigshare Services Private Limited at https://bigshareonline.com/docs/Form_ISR-4_Duplicate_and_other_serices_in_demate.pdf. It may be noted that any service request can be processed only after the folio is KYC Compliant.
9. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Aarthi Consultants Private Limited ("RTA") for assistance in this regard.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13, which is available on the Company's website at www.telogica.com. (place Form SH-13 link on Telogica's Website) and the same is available on the RTA's website at https://bigshareonline.com/docs/Form_No_SH-13_Nomination_Form.pdf. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be, which are available on the Company's website at www.telogica.com or www.telogica.com and the same are available on the website of the Company's RTA, Bigshare Services Private Limited at https://bigshareonline.com/docs/Form_ISR-3_Declaration_Form_for_Opting-out_of_Nomination.pdf or https://bigshareonline.com/docs/Form_No_SH-14_Cancellation_or_Variation_of_Nomination.pdf. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Bigshare Services Private Limited in case the shares are held in physical form.
12. For updating the signature of the securities holder, the holder / claimant shall furnish original cancelled cheque and banker's attestation of the signature in Form ISR-2. The same is available on the company's website at www.telogica.com and, the same is available on the RTA's website at https://bigshareonline.com/docs/Form_ISR-2_Confirmation_of_Signature_of_securities_holder_by_the_Banker.pdf.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
14. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://aishwaryatechtele.com/investors>.
15. The Board has appointed Jineshwar Kumar Sankhala, Practicing Company Secretary (M. No. A21697; C P No. 18365), as the scrutinizer of the company to scrutinize the remote e-voting and voting at the AGM in a fair and transparent manner.

16. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The voting period begins on Saturday, September 27, 2025 at 09:00 A.M (IST) and ends on Monday, September 29, 2025 at 05:00 P.M (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, September 23, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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.
1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>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.nsd.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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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.
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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 toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "LOGIN" button under the 'INVESTOR LOGIN' section to Login on E-Voting Platform.
- Please enter you 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on you register email id.
- Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
- Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
- Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- **Click on I AM NOT A ROBOT (CAPTCHA) option and login.**

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'

- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘Reset’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “VOTE NOW” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “IN FAVOUR”, “NOT IN FAVOUR” or “ABSTAIN” and click on “SUBMIT VOTE”. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
- Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
- Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

Note: The power of attorney (POA) or board resolution has to be named as the "InvestorID.pdf" (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "VOTE FILE UPLOAD" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

4. Procedure for joining the AGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, Bigshare E-voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option.
- Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM are as under:-

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be 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 in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

17. Non-Resident Indian members are requested to inform VCC / respective DPs, immediately of:

- Change in their residential status on return to India for permanent settlement.
- Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder:

The following Statement sets out all material facts relating to the businesses mentioned under Item Nos. 3 and 4 in the Notice:

ITEM NO. 3:

The Board at its meeting held on May 23, 2025, based on the recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of P S Rao & Associates, Practising Company Secretaries, a peer reviewed firm (Unique Identification Number P2001TL078000) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

P S Rao & Associates is a well-known firm of Practising Company Secretaries founded in 2003 and based in Hyderabad. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

P S Rao & Associates has a team of 40 members including 6 partners and focused on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

The firm provides its services to various prominent companies and its expertise has earned the trust of industry leaders across sectors like manufacturing, pharmaceuticals, Information Technology, Textile, Telecommunication, FMCG, Defence etc.,

P S Rao & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by P S Rao & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be Rs.1,00,000/- (Rupees One Lakh only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of its term, such fees as may be mutually agreed between the Board of Directors and P S Rao & Associates.

In addition to the secretarial audit, P S Rao & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives, beyond the shares held by them, is concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 4:

Bolla Sreekanth (DIN:05306196) was appointed by the Board as an Additional independent director of the company on September 04, 2020, whose tenure was till the AGM held on October 19, 2020. Subsequently, pursuant to the approval of the members in the AGM held on October 19, 2020, being eligible, he was appointed as an independent director of the company for a period of five (5) consecutive years w.e.f. September 04, 2020 till September 03, 2025.

Since his tenure ends on September 03, 2025 and being eligible to be reappointed for a 2nd term of five (5) consecutive years, the Nomination & Remuneration Committee ("NRC") of the company on the basis of performance evaluation and taking into account the external business environment and various other material factors, has recommended to the board the reappointment of Sreekanth Bolla for a term of 5 consecutive years from September 04, 2025 to September 03, 2030 in its meeting held on August 12, 2025.

He did his MBA in Nano Technology from Rice University, Master of Science in Mechanical Engineering from Villanova University. He has more than 16 years of experience as business growth architect and AI-driven strategy advisor, addressing complex, real-world challenges.

In the opinion of the Board and based on the performance evaluation, Sreekanth is a person of integrity, possesses relevant expertise, experience and fulfils the conditions specified in the Act and the SEBI Listing Regulations for re - appointment as an Independent Director and is independent of the management.

Given his vast experience and being the man behind the policy decisions during his tenure, the Board considers - in the interest of the Company - to have him on the Board of the Company as an Independent Director

In furtherance of the recommendation of the NRC and in accordance with Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board of directors in its meeting held on August 12, 2025, has recommended to the members his reappointment as an independent director, not liable to retire by rotation, for a term of 5 consecutive years from September 04, 2025 to September 03, 2030 by passing a special resolution as set out at Item No.4.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of the director	Devineni Venkateswara Rao	Sreekanth Bolla
Director Identification Number	03616715	05306196
Date of Birth (Age)	July 01, 1972 (53 Years)	June 25, 1985 (40 Years)
Date of first appointment on the Board	October 12, 2018	September 04, 2020
Educational Qualification	B.Com, ICWA	MBA in Nano Technology from Rice University, Master of Science in Mechanical Engineering from Villanova University
Experience (including expertise in specific functional areas) / Brief Resume	Experience of more than two decades in cost accountancy, finance and accounts.	Has more than 16 years of experience as business growth architect and AI-driven strategy advisor, addressing complex, real-world challenges.
Directorships held in other companies (excluding foreign companies)	Nil	1) 3 Guys Enterprises Private Limited 2) ODOD Enterprises Private Limited
Membership / Chairmanships of committees across companies (excluding foreign companies)	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
No. of shares held in the Company either by self or as a beneficial owner	21,77,345 Equity shares	Nil
Terms and Conditions of appointment / re-appointment	As per Ordinary resolution set forth in Item no. 2 of this notice	As per special resolution and the explanatory statement set forth in Item no. 4 of this notice
Name of listed entities from which the person has resigned in the past three years	None	None

For other details such as number of meetings of the Board attended during the year; remuneration last drawn & sought to be paid; and the manner in which the person proposed to be appointed / re-appointed meets such requirements, etc. please refer to the Corporate Governance Report which is a part of the Annual Report.

DIRECTORS' REPORT

Dear Members,

Your directors have great pleasure in presenting the report on the Business and Operations of your Company ('the Company' or 'Telogica Limited), along with the audited financial statement, for the financial year ended March 31, 2025.

FINANCIAL HIGHLIGHTS

The financial highlights of the Company are as follows:

(Rs. In Lakhs)

Particulars	2024-25	2023-24
Revenue from Operations	1,928.27	1,785.92
Other Income	21.07	27.79
Total Income	1,949.33	1,813.72
Total Expenses	1,847.11	1,726.42
Profit/ (Loss) before exceptional items and tax	102.22	87.29
Exceptional items	-	-
Profit / (Loss) before tax	102.22	87.29
Less: Current tax	-	-
Less: Deferred Tax	(67.81)	3.63
Profit/ (Loss) for the period	170.03	83.66
Other Comprehensive Income	4.55	21.71
Total Comprehensive Income	174.57	105.37
Earning per Equity Share		
Basic	0.65	0.44
Diluted (in Rs.)	0.37	0.44

STATE OF THE COMPANY'S AFFAIRS

During the year under review, your Company achieved revenue of Rs.1,928.27 Lakhs (Standalone), during the financial year 2024-25, as against Rs.1,785.92 Lakhs (Standalone), during the previous year 2023-24. The Net profit after tax stood at Rs.170.03 Lakhs (Standalone), for the financial year 2024-25 as against Rs.83.66 Lakhs (Standalone) for the previous year 2023-24.

DIVIDEND

No dividend was recommended by the Board of Directors for the FY 2024-25.

TRANSFER TO RESERVES

Your Company did not transfer any amount to reserves for the financial year 2024-25.

CHANGE IN THE NATURE OF THE BUSINESS

There was no change in the nature of business of the Company during the financial year under review.

SHARE CAPITAL

The Paid-up Equity Share Capital of the Company as on March 31, 2024 stood at Rs. 11,94,69,710/- comprising of 2,38,93,942 equity shares of Rs. 5/- each.

During the year under review, 77,00,000 and 21,79,090 warrants were converted into equivalent number of equity shares on December 18, 2024 and March 31, 2025 respectively. Consequently, the Paid-up Equity Share Capital of the Company increased to Rs. 16,88,65,160/- comprising of 3,37,73,032 equity shares of Rs. 5/- each by March 31, 2025.

Eventually, the company has obtained listing and trading approval from BSE Limited for the new equity shares.

The Company has paid Listing Fees for the Financial Year 2025-26, to BSE Limited, where its equity shares are listed.

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3) (a) of the Act, the Annual Return as on March 31, 2025 is available on the Company's website at https://aishwaryatechtele.com/images/pdf/Form_MGT_7%202024-25.pdf

NUMBER OF MEETINGS OF THE BOARD

The Board met nine (9) times during the year 2024-25 viz. on May 11, 2024; May 28, 2024; June 03, 2024; August 13, 2024; August 31, 2024; November 14, 2024; December 18, 2024; February 10, 2025 and March 31, 2025.

The details of the composition of the Board and its Committees and the number of meetings held and attendance of Directors at such meetings are provided in the Corporate Governance Report, which forms part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134, sub-section 3(c) and sub-section 5 of the Companies Act, 2013 ("The Act"), the Board of Directors, to the best of their knowledge and ability, state and confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the Directors had 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;
- c) the Directors had 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;
- d) the Directors had prepared the annual accounts on a going concern basis;
- e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149

As required under Section 149 of the Companies Act, 2013, the Independent Directors have submitted the declaration affirming that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. There has been no change in the circumstances affecting their status as independent directors of the Company.

The Board is of the opinion that all the Independent Directors appointed during the year under review are persons of integrity and possess relevant expertise and experience to act as Independent Director of the Company. The Independent Directors of the Company have confirmed that they have registered themselves with the Indian

Institute of Corporate Affairs, Manesar and have included their name in the databank of Independent Directors within the statutory timeline and they have also appeared and qualified for the online proficiency test, wherever applicable.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The policy of the Company relating to the remuneration of the Directors, Key Managerial Personnel and other employees, including criteria for determining qualifications, positive attributes, independence of a Director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is governed by the Nomination and Remuneration Policy.

The Company's policy relating to the appointment of directors and remuneration including other matters provided in Section 178(3) of the Act is also available on <https://aishwaryatechtele.com/images/pdf/Nomination%20&%20Remuneration%20Policy.pdf>

LOANS, GUARANTEES OR INVESTMENTS

No investments or loans were made, guarantees given or securities provided during the financial year under review. And, hence, no details as required under the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 need to be disclosed.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All Related Party Transactions (RPT) that were entered into during the financial year are at arm's length basis and are in the ordinary course of business.

All Related Party Transactions were placed before the Audit Committee and the Board for approval. The Board of Directors has framed a policy on Related Party Transactions to ensure a process for approval and reporting of transactions between the Company and its related parties. The policy is posted under the Investors' section of the Company's website at <https://www.aishwaryatechtele.com/images/pdf/Related party policy.pdf>

However, none of the transactions with related parties fall under the scope of Section 188(1) of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for FY 2025 and hence, does not form part of this report.

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 read with the Companies (Accounts) Rules, 2014 with respect to Conservation of Energy, Technology Absorption, and Foreign Exchange Earnings and Outgo are provided in Annexure I to this Report.

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

We have a risk management framework for the identification and management of risks. The Company has formulated Risk Management Policy, which guides the Board in (a) approving the Company's Risk Management Framework and (b) Overseeing all the risks that the organization faces such as strategic, financial, liquidity, security, regulatory, legal, reputational and other risks that have been identified and assessed to ensure that there is a sound Risk Management Policy in place to address such concerns / risks. The Risk Management process covers risk identification, assessment, analysis and mitigation. Incorporating sustainability in the process also helps to align potential exposures with the risk appetite and highlight risks associated with chosen strategies.

The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.

The Company has adopted a Risk Management Policy in accordance with the provisions of the Act and Regulation 21 of the Listing Regulations. The Risk Management Policy is also posted under the Investors' section of the Company's website at https://aishwaryatechtele.com/images/pdf/Risk_Management%20Policy.pdf

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Company is not required to comply with corporate social responsibility as the provisions of Sec 135 of the Companies Act, 2013 read with rules made thereunder are not applicable and hence, reporting pursuant to Section 134(3)(o) is not applicable.

BOARD EVALUATION

The Board of Directors evaluated the annual performance of the Board as a whole, its committees and the directors individually, in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with specific focus on the performance and effective functioning of the Board and individual directors.

Separate meetings of Independent Directors were held on May 28, 2024 and February 10, 2025 to review the performance of the Non-Independent Directors and the Board as a whole, review the performance of Chairperson of the Company and assess the quality, quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties. All the Independent Directors were present at the meeting.

CRITERIA FOR PERFORMANCE EVALUATION

- a. Ability of the candidate to devote sufficient time and attention to his professional obligations as Independent Director for informed and balanced decision making.
- b. Adherence to the Code of Conduct in letter and in spirit by the Independent Directors.
- c. Bringing objectivity and independence of view to the Board's discussions in relation to the Company's strategy, performance, and risk management.
- d. Statutory compliance and ensuring high standards of financial probity and Corporate Governance.
- e. Responsibility towards requirements under the Companies Act, 2013, responsibilities of the Board and accountability under the Director's Responsibility Statement.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Independent Directors attend a Familiarization /Orientation Program on being inducted into the Board. Further, various other programmes are conducted for the benefit of Independent Directors to provide periodical updates on regulatory front, industry developments and any other significant matters of importance. The Company issues a formal letter of appointment to the Independent Directors, outlining their role, function, duties and responsibilities, the format of which is available on the Company's Website.

The details of training and familiarization program are available on the website at <https://www.aishwaryatechtele.com/images/pdf/FamiliarisationProgramme.pdf>

DIRECTORS

The Board is duly constituted.

The Board of Directors consists of eight (8) directors, four (4) of whom are Independent Directors including a woman director, and the remaining four (4) are Executive Directors.

In accordance with the provisions of Companies Act, 2013 and the Articles of Association of the company, Venkateswara Rao Devineni (DIN: 03616715), Whole-time Director and Chief Financial Officer of the company, retires by rotation at the ensuing AGM and, being eligible, offers himself for re-appointment. The Board recommends his re-appointment for the approval of the members.

In compliance with Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings, a brief resume of the director proposed to be reappointed is attached along with the Notice of the ensuing Annual General Meeting (AGM).

Moreover, the Directors have devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems

were adequate and operating effectively.

CHANGES IN THE DIRECTORS OR KEY MANAGERIAL PERSONNEL (KMP):

Board of Directors:

During the year under review, Hari Krishna Reddy Kallam (DIN: 01302713), Whole-time Director and Chairman stepped-down as the Chairman of the company w.e.f. May 28, 2024 and continued solely as a Whole-time Director of the company. On the same day, Srinivasa Rao Mandava (DIN: 03456187), then Managing Director of the company was redesignated as non-executive director of the company, and Satish Kumar Maddineni (DIN: 03452107), Executive Director of the company has resigned.

Following that, Srivatsava Sunkara (DIN: 01725431), was appointed as an Additional Director - Managing Director cum Chairperson, Kiran Kumar Inampudi (DIN: 01024343) was appointed as a Non-Executive Director and Mooperthy Sudheer (DIN: 00404917) was appointed as an Additional Non-Executive Independent director in the board meeting held on May 28, 2024.

However, Srivatsava Sunkara (DIN: 01725431), Additional Director - Managing Director cum Chairperson, Kiran Kumar Inampudi (DIN: 01024343), Non-Executive Director and Mooperthy Sudheer (DIN: 00404917) Additional Independent director have resigned from the company w.e.f. August 13, 2024.

Following the above events, in the board meeting held on August 13, 2024, Hari Krishna Reddy Kallam (DIN: 01302713) was redesignated as Whole-time Director cum Chairperson, Srinivasa Rao Mandava (DIN: 03456187) was redesignated as Managing Director and Satish Kumar Maddineni (DIN: 03452107) was appointed as a Whole-time Director.

Moreover, in the 29th AGM of the Company held on September 30, 2024,

- Venkateswara Rao Devineni (DIN: 03616715), Executive Director of the company, who was liable to retire by rotation, was reappointed as Whole-time Director and Chief Financial Officer w.e.f. October 12, 2024 to October 11, 2027;
- Hari Krishna Reddy Kallam (DIN: 01302713) was reappointed as Chairman and Whole-time Director w.e.f. October 12, 2024 to October 11, 2027;
- Satish Kumar Maddineni (DIN: 03452107) was appointed as Whole-time Director w.e.f. August 13, 2024 to August 12, 2027;
- Srinivasa Rao Mandava (DIN: 03456187) was appointed as Managing Director of the company w.e.f. August 13, 2024 to August 12, 2027;

Apart from the above, there were no other changes in the Directors and the KMPs.

Company Secretary and Compliance Officer:

Khush Mohammad (M.No: 24743) an Associate member of The Institute of Company Secretaries of India (ICSI) is the Company Secretary and Compliance Officer of the Company.

KEY MANAGERIAL PERSONNEL (KMP)

In terms of Section 203 of the Act, the following are the Key Managerial Personnel of the Company as on March 31, 2025:

Mandava Srinivasa Rao	-	Managing Director
Venkateswara Rao Devineni	-	Chief Financial Officer
Hari Krishna Reddy Kallam	-	Whole-time Director
Satish Kumar Maddineni	-	Whole-time Director
Khush Mohammad	-	Company Secretary and Compliance Officer

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The Company did not have a Subsidiary / Associate/ Joint Venture Company as on the beginning of the financial

year or close of financial year under report and even as on date. Further, no Company has become or ceased to become the Subsidiary/ Associate/ Joint Venture of the Company during the financial year.

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

No significant or material orders were passed by the Regulators or Courts or Tribunals that impact the going concern status and Company's operations in future.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Your Company has established and maintained a framework of internal financial controls and compliance systems. Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and your Company is constantly endeavouring to improve the standards of internal control in various areas and taking steps to strengthen the internal control system to make it commensurate and effective with the nature of its business.

Further, the statutory auditors of your Company have also issued an attestation report on internal control over financial reporting (as defined in section 143 of Companies Act, 2013) for the financial year ended March 31, 2025, which forms part to the Statutory Auditor's Report.

VIGIL MECHANISM

The Board of Directors, on the recommendation of the Audit Committee, established a vigil mechanism for directors and employees called "Whistle Blower Policy", pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, to report genuine concerns or grievances about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy and to provide adequate safeguards against victimization of persons who use such mechanism and to provide direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

The Whistle Blower Policy is posted under the Investors section of the Company's website at [https://www.aishwaryatechtele.com/images/pdf/Vigil Mechanism.pdf](https://www.aishwaryatechtele.com/images/pdf/Vigil%20Mechanism.pdf)

ANTI-SEXUAL HARASSMENT POLICY

The Company has adopted a policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has taken several initiatives across the organization to build awareness amongst employees about the Policy and the provisions of the Prevention of Sexual Harassment of Women at Workplace Act. The Company has constituted Internal Complaints Committee as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Further details follow:

- Number of complaints of Sexual Harassment received in the year - Nil
- Number of complaints disposed off during the year - Nil
- Number of cases pending for more than 90 days - Nil

STATEMENT ON COMPLIANCE WITH THE PROVISIONS OF MATERNITY BENEFITS ACT, 1961

The company is fully compliant with the provisions of the Maternity Benefit Act, 1961, ensuring all eligible employees receive the mandated maternity benefit.

CODE OF CONDUCT FOR 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) Regulations, 2015. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed and disclosures to be made while in possession of Unpublished Price Sensitive Information and while dealing in the shares of the Company, as well as the consequences of violations.

The Policy has been formulated to regulate, monitor and ensure reporting of trading by insiders by employees and to maintain the highest ethical standards while dealing in the company's securities.

The Insider Trading Policy of the Company, covering the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for prevention of insider trading is available on our website at <https://aishwaryatechtele.com/images/pdf/Code%20of%20Practices%20and%20Procedures%20for%20Fair%20Disclosure%20of%20Unpublished%20Price%20Sensitive%20Information.pdf>

<https://aishwaryatechtele.com/images/pdf/Code%20of%20Conduct%20to%20Regulate,%20Monitor%20and%20Report%20Trading%20by%20Insiders.pdf>

<https://aishwaryatechtele.com/images/pdf/PIT%20Policies.pdf>

A Report on Management Discussion & Analysis forms part of the Annual Report as per the requirements of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the applicable provisions of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules'), all unpaid or unclaimed dividend are required to be transferred by the Company to the IEPF established by the Central Government, after the completion of seven years. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority.

AUDITORS

STATUTORY AUDITORS

The Members of your Company in the 27th AGM held on September 30, 2022 appointed M/s. P. Murali & Co., Chartered Accountants, (Firm Registration No. 007257S), Hyderabad as the Statutory Auditors of the Company for a term of five (5) consecutive financial years from the conclusion of the 27th AGM till the conclusion of the 32nd AGM i.e., from the FY 2022-23 till FY 2026-27.

AUDITORS' QUALIFICATION AND REMARKS:

There are no qualifications and remarks from the Auditors of the Company. However, the Auditors brought to the notice of the members that the company is not regular in depositing the undisputed statutory dues with the appropriate authorities. And, the arrears of undisputed statutory dues such as PF, Sales Tax, GST, TDS, PT, TCS, ESI are outstanding for more than 6 months from the date they became payable. To which, the Board explained that the delay was because of insufficient cash flows.

Secretarial Auditors

M/s. Akhilesh Singh & Associates, Practicing Company Secretaries, Kanpur were appointed as the Secretarial Auditors for the financial year 2024-2025. Pursuant to Section 204 of the Companies Act, 2013 and the Rules made thereunder, the Secretarial Audit Report for the financial year ended on March 31, 2025, in Form MR-3, is annexed to this Annual Report as Annexure II.

Auditor's qualification / adverse remark / reservation	The Company has not filed Form DIR-12 for Appointment and Resignation of Mr. Kiran Kumar Inampudi and Mr. Sunkara Srivastava
Non-filing of e-form DIR-12 for appointment and resignation of Mr. Kiran Kumar Inampudi and Mr. Sunkara Srivastava.	Not yet filed

However, M/s. P S Rao & Associates, Company Secretaries, Hyderabad, were appointed as Secretarial Auditors in the meeting held on May 23, 2025 from the conclusion of the 30th AGM till the conclusion of 35th AGM i.e., from FY 2025-26 till FY 2029-30 at a remuneration of Rs.1,00,000/- subject to the approval members at the ensuing AGM.

Cost Auditors

Your Company was not required to maintain any Cost Records during the financial year under review since the Company's business activity / turnover, during the immediately preceding financial year, did not fall within the purview / limits prescribed under Companies (Cost Records and Audit) Rules, 2014, as amended from time to time.

Therefore, the provisions of Section 148(3) of the Companies Act, 2013 are not applicable to the company and hence Cost Auditor need not be appointed.

Internal Auditors

M/s. P. Jitender Reddy & Co., Chartered Accountants (Firm Registration No:010203S), Hyderabad were appointed as Internal Auditors of the Company for the financial year 2024-25 in the Board meeting held on February 10, 2025. Also, the same were re-appointed as such for the financial year 2025-26 in Board Meeting held on May 23, 2025.

The Internal Auditors carry out audit as per the audit plan defined by the Audit Committee and regularly update the committee on their internal audit findings at the Committee's meetings.

The Internal Auditors were satisfied with the management response on the observations and recommendations made by them during the course of their audit.

AUDIT COMMITTEE

The details of the composition of the Audit Committee as required under the provisions of Section 177(8) of the Companies Act, 2013 is given in the Corporate Governance Report furnished as part of the Annual Report. There have been no instances during the year where recommendations of the Audit Committee were not accepted by the Board.

NOMINATION AND REMUNERATION COMMITTEE

The details of the composition of the Nomination and Remuneration Committee are given in the Corporate Governance Report furnished as a part of the Annual Report.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The details of the composition of the Stakeholders' Relationship Committee are given in the Corporate Governance Report furnished as part of the Annual Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The remuneration paid to your directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) in respect of directors/employees of the Company is appended as **Annexure -III** to this Report.

CORPORATE GOVERNANCE

Your Company is committed to maintain high standards of corporate governance and adhere to the corporate governance requirements set out by Securities and Exchange Board of India.

The Report on Corporate Governance as stipulated under the Listing Regulations, forms part of the Annual Report.

The detailed report on Corporate Governance as per the format prescribed by Securities and Exchange Board of India under Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with a certificate from M/s Akhilesh Singh & Associates, Practicing Company Secretaries, confirming compliance with the requirements of Corporate Governance is attached with this report as Annexure IV.

As required by Listing Regulations, a certificate from M/s. Akhilesh Singh & Associates, Practicing Company Secretaries confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the companies is attached to this report as Annexure V.

SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

DEPOSITS

The Company did not accept any deposits within the meaning of provisions of Chapter V – Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments affecting the financial position of your Company that have occurred between the end of the financial year (March 31, 2025) of the company to which the financial statements relate and the date of the report (August 28, 2025).

REPORTING OF FRAUDS BY AUDITOR

During the year under review, neither the Statutory Auditors nor the Internal Auditors has reported to the Audit committee under Section 143(12) of the Companies Act 2013, any instances or fraud committed against the company by its officers or employees, the details of which need to be mentioned in the Board's report.

THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

No applications were made and no proceedings were pending under the Insolvency and Bankruptcy Code, 2016 during the year under the review.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

No one time settlement took place during the year under review.

ACKNOWLEDGMENTS

Your Directors thank the Company's employees, customers, vendors, and investors for their continuous support. The Directors also thank the Government of India, Governments of various states in India, and concerned Government departments and agencies for their co-operation.

For and on behalf of Telogica Limited

Date: August 28, 2025
Place: Hyderabad

Sd/-
Srinivasa Rao Mandava
Managing Director
DIN: 03456187

Sd/-
Venkateswara Rao Devineni
Whole-time Director
DIN: 03616715

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Company Overview:

Telogica Limited is a leading manufacturer of high-quality fiber optic instruments and telecommunication solutions, specializing in the development and production of state-of-the-art equipment for the telecommunications, research, and defence sectors. With a robust track record of innovation, Telogica focuses on staying ahead of technological trends and evolving market needs, offering cutting-edge products that support the ever-growing demands for reliable and efficient communication systems.

Our product range includes a wide variety of fiber optic instruments such as Splicing Machines, Optical Time Domain Reflectometers (OTDR), Laser Sources, Optical Power Meters, Cable Route Tracers, Cable Fault Locators, Markers & Marker Locators, and many other specialized tools for the fiber optic industry. These products are integral to ensuring the successful installation, maintenance, and troubleshooting of fiber optic networks, offering exceptional precision and performance.

Core Manufacturing Capabilities:

At Telogica, we pride ourselves on manufacturing innovative products that cater to a diverse range of industries, especially those that require high-performance communication systems. Our capabilities are built around:

- **Advanced Fiber Optic Instrumentation:**

We manufacture a wide range of fiber optic instruments designed for high-precision tasks in fiber installation, maintenance, and diagnostics. These include fiber splicing machines that provide reliable fusion splicing of optical fibers, OTDRs for accurate fault detection and measurement, and optical power meters for measuring signal strength across optical networks. Our tools ensure that fiber optic installations meet the highest standards of quality, speed, and reliability.

- **Cable Fault Detection & Tracing:**

Our Cable Route Tracers and Cable Fault Locators are essential tools for accurately identifying the path of cables and locating faults in underground or hard-to-reach cable networks. These devices play a crucial role in minimizing downtime and ensuring rapid response in network maintenance.

- **Fiber Optic Marking Solutions:**

Our Marker (Active (RFID) and Passive) and Marker Locators offer a unique solution for marking and locating fiber optic cables, helping field engineers track and maintain cable routes in complex network environments.

- **Adaptation to Changing Technology:**

Telogica recognizes that the technology landscape is constantly evolving. We continuously upgrade our manufacturing processes and product offerings to keep pace with emerging trends in the telecommunications industry, such as advancements in 5G, fiber-to-the-home (FTTH), and next-generation optical networks. Our ability to integrate new technologies and meet market demands positions us as a leader in the fiber optic equipment space.

Key Industry Segments:

1. **Telecommunications:**

Telogica serves the telecommunications sector by offering high-performance fiber optic testing and installation equipment. Our products ensure efficient, reliable, and cost-effective deployment of fiber optic networks, which are essential for internet infrastructure, broadband access, and high-speed communication. T&M tools help telecom providers detect faults, verify signal integrity, and maintain uptime across increasingly complex networks.

2. **Research & Development:**

Our products are trusted by research laboratories, including prestigious organizations like DRDO (Defence Research and Development Organisation) and ISRO (Indian Space Research Organisation). These institutions rely on our fiber optic solutions for their cutting-edge research and development work in fields

ranging from defence technology to space exploration. Our products help them maintain the highest standards of precision and reliability in their critical communication systems.

3. Public Sector Projects:

Telogica has a proven track record of providing essential telecommunications and fiber optic instruments to public sector organizations. These include government departments, utilities, and infrastructure projects, where the need for high-quality, durable, and high-performance testing equipment is paramount.

Expansion into Defence Sector:

Telogica is actively working to expand its presence in the defence sector, focusing on the development and manufacturing of highly specialized equipment for defence applications. As part of this strategic expansion, the company is venturing into the production of Solid-State Power Amplifiers (SSPAs), with a frequency range starting from DC-40 GHz. These amplifiers are critical for applications in communication systems, radar systems, electronic warfare, and satellite communications.

- **Solid-State Power Amplifiers (SSPA):**

Our SSPAs are designed to deliver high power, efficiency, and reliability in demanding environments. With frequencies ranging from DC to 40 GHz, and power up to few KW these amplifiers can be used in a variety of military and defence applications, such as secure communication systems, radar, satellite links, and other high-frequency technologies.

- **RF Cable Assemblies:**

We also specialize in the design and manufacturing of RF cable assemblies, which are essential components in advanced communication systems, radar, and defence electronics. These assemblies are engineered for high-frequency applications, ensuring minimal signal loss and optimal performance in military and aerospace systems.

- **RF Over Fiber:**

We are proud to collaborate with a leading Original Equipment Manufacturer (OEM) based in the United States renowned for its pioneering innovations in RF technologies for the design and development of advanced RF-over-Fiber solutions. These systems are engineered to operate across an exceptionally wide frequency range, spanning from 10 kHz to 70 GHz, making them suitable for a broad spectrum of high-performance applications.

Our RF-over-Fiber products are tailored to meet the demanding requirements of diverse sectors including:

- Telecommunications for high-speed, low-loss signal transmission over long distances
- Space and Satellite Communications ensuring precision and reliability in harsh environments
- Defence and Military Systems supporting secure, high-frequency signal transport
- Laboratory and R&D Facilities enabling accurate testing and measurement capabilities

To cater to varied deployment needs, our product line is available in multiple configurations:

- Compact Modules for embedded systems
- Rackmount Units for centralized installations
- Mainframe-Based Systems for scalable, high-density setups

In addition to RF-over-Fiber solutions, we also offer programmable delay line systems that cover a frequency range from 30 MHz to 40 GHz. These delay lines are critical for applications requiring precise timing control, signal synchronization, and phase alignment—especially in radar systems, phased array antennas, and advanced communication setups.

Telogica's entry into the defence vertical reflects our commitment to meeting the specialized needs of the defence sector, where precision, reliability, and cutting-edge technology are critical. We are dedicated to

expanding our capabilities to support the growth and technological advancements in defence systems, contributing to national security and defence infrastructure.

Risks and Strategic Concerns

As we expand into new product categories and markets, several key challenges require careful attention:

- **Market Competition**

Entering new domains brings us into direct competition with well-established players. Our success hinges on effectively differentiating our offerings and clearly demonstrating their value to customers.

- **Regulatory and Compliance Complexity**

Adhering to diverse regulatory frameworks and local standards remains a critical priority. While our T&M equipment has received TEC approval, maintaining ongoing compliance across all regions is essential to avoid disruptions.

- **Supply Chain and Logistics Vulnerabilities**

Global supply chain fluctuations and logistical constraints pose potential risks to timely product delivery. We are proactively managing these factors to ensure consistent performance and customer satisfaction.

- **Client Adoption and System Integration**

For our RFID solutions and RFMS/RFTS platforms, seamless client adoption and integration into existing infrastructures are vital. We are collaborating closely with stakeholders to support smooth deployment and maximize impact.

Despite these challenges, we remain confident in our strategic direction and committed to strengthening our market position. Your continued support is invaluable as we navigate this evolving landscape.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has implemented a robust internal control framework that is well-aligned with the scale and nature of its operations. These systems are continuously evaluated and reinforced through enhanced control procedures to ensure optimal effectiveness.

Our internal controls are designed to:

- Safeguard assets and resources
- Ensure operational efficiency
- Promote adherence to internal policies and applicable legal and regulatory standards
- Support accurate and transparent financial reporting

The Audit Committee plays a pivotal role in overseeing the adequacy and performance of these controls. It conducts regular reviews and promptly addresses any issues that arise, ensuring the integrity and reliability of our internal control environment.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The following Management Discussion and Analysis pertains to the Audited Financial Statements of Telogica Limited for the financial year ended 31st March 2025.

This discussion should be read in conjunction with the accompanying financial statements and notes, which provide detailed insights into the Company's financial and operational outcomes for the period under review.

SUMMARY:

During the financial year ended 31st March 2025, the Company recorded a total revenue of INR 1,949.33 Lakhs, comprising:

- Core business segment revenue: INR 1,928.27 Lakhs
- Non-operating income: INR 21.07 Lakhs

The Company generated operating profit of INR 102.22 Lakhs during the period, reflecting its continued focus on core operations and revenue optimization.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

Hybrid Work Models: Telogica adopted flexible work arrangements, blending remote and on-site work.

Skills-Based Hiring: Focus has shifted from degrees to demonstrable skills.

Upskilling & Reskilling: Massive investment in training programs to address skill gaps

OPPORTUNITIES AND THREATS:

5G Rollout: The ongoing deployment of 5G networks is fueling demand for advanced testing solutions that validate performance, latency, and reliability. Manufacturers are well-positioned to support operators in ensuring seamless 5G experiences.

IoT and M2M Growth: The proliferation of Internet of Things (IoT) devices and Machine-to-Machine (M2M) communication is creating a need for specialized testing tools. Companies can leverage this momentum by offering tailored solutions that address the unique challenges of connected ecosystems.

Network Virtualization and SDN

The shift toward network virtualization and Software-Defined Networking (SDN) opens doors for testing platforms that adapt to dynamic, software-driven environments, ensuring flexibility and scalability.

Cybersecurity Imperatives

With rising concerns around network security, there's a growing market for cybersecurity testing equipment that can proactively detect vulnerabilities and safeguard digital assets.

Automation and AI Integration:

The integration of automation and artificial intelligence into testing workflows is revolutionizing the industry. These technologies enhance efficiency, reduce manual intervention, and enable intelligent analysis of complex network behaviours.

THREATS:

Rapid Technological Advancements: The fast pace of technological change can pose a threat. Companies must constantly innovate to keep up with evolving network technologies.

Competition: Tough competition between leading companies in the testing equipment space can squeeze prices and cut into profits.

Regulatory Changes: Evolving regulations and standards pose compliance risks and may demand substantial investments in product adaptation.

Economic Downturns: A weakened economic climate can prompt telecom providers to scale back investments, negatively impacting the market for testing equipment.

Environmental Concerns: Enhanced environmental standards can disrupt production workflows and disposal practices, resulting in increased expenses for testing equipment manufacturers.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:

Telogica remains a key player in wireless communications, with its equipment for testing and measuring wireless networks performing reliably. This ensures optimal network performance, crucial for the growth of 5G systems.

Optical Networks: Telogica's initiative to develop EDFA amplifiers signals its intent to deepen its presence in the optical networking space. These amplifiers are crucial for long-haul fiber infrastructure, highlighting the company's focus on advancing core technologies.

Data Centers: Telogica's data center testing tools have bolstered its segment performance. With the increasing size and intricacy of modern data centers, its solutions help maintain and fine-tune these essential infrastructures.

IoT and M2M: Telogica's move to produce GPS-integrated cable route racers internally reflects its commitment to innovation in the IoT and M2M space. These racers play a key role in mapping buried cable networks, which are foundational to smart infrastructure.

PRODUCT DEVELOPMENTS:

In line with our growth strategy, we are pleased to announce that new RFID Markers and RFID Locators have been introduced in the market. The Company is targeting to sell one lakh (100,000) RFID Markers and 200 Locators within the financial year. This initiative reflects our confidence in the demand for intelligent network management solutions and our commitment to capturing a significant share of this growing market segment. We have obtained the TSEC certification for our RFMS system, developed in collaboration with a German-based partner. This certification makes us eligible to participate in all national tenders, including prestigious projects such as BharatNet, thereby strengthening our market presence and credibility.

We are becoming strong in Telecom Solutions in line with Testing and Measuring Equipment by obtaining this TSEC certification for RFTS (Remote Fiber Testing System). In relation to this, TELOGICA has developed a state-of-the-art testing lab to simulate real field conditions, ensuring high-quality and reliable performance of our solutions.

Furthermore, we are developing a cost-effective Cable Route Tracer to make this advanced technology accessible and affordable across all markets.

In parallel, Telogica is collaborating with a reputed U.S.-based partner to develop an in-house Solid-State Power Amplifier (SSPA). Designed to operate across a wide frequency range of DC to 40 GHz, this amplifier will deliver up to 10 kW of output power. The design process incorporates advanced engineering principles to ensure high-efficiency, reliable performance, and robust power amplification.

KEY FINANCIAL RATIOS

Sl. No.	Financial Ratios	FY 2024-25	FY 2023-24
i.	Debtors Turnover Ratio	1.97	2.46
ii.	Inventory Turnover Ratio	2.78	3.80
iii.	Interest Coverage Ratio	3.58	1.76
iv.	Current Ratio	2.40	0.53
v.	Debt Equity Ratio	0.13	-0.81
vi.	Operating Profit Margin (%)	7.35%	4.94%
vii.	Net Profit Margin (%)	8.82%	4.68%
viii.	Return on Net Worth (%)	12.81 %	-27.76 %

RETURN ON NET WORTH:

In FY 2024–25, Telogica's Return on Net Worth ratio improved to 0.13, compared to -0.27 in FY 2023–24, indicating a positive shift in financial performance.

DISCLOSURE OF ACCOUNTING TREATMENT:

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS), strictly adhering to the principles outlined therein. The management confirms that no alternative accounting standards have been adopted beyond those prescribed under Ind AS in the preparation of these financial statements.

CAUTIONARY STATEMENT/DISCLAIMER CLAUSE:

This Management Discussion and Analysis Report may contain forward-looking statements within the scope of applicable securities laws and regulations. These statements are based on certain assumptions and expectations regarding future events. However, actual outcomes may differ materially from those anticipated or implied.

Factors that could significantly impact the Company's operations include, but are not limited to: changes in economic conditions affecting domestic demand and supply, fluctuations in finished goods prices, modifications in government regulations, and shifts in the tax regime.

The Company undertakes no obligation to publicly update, amend, or revise any forward-looking statements in light of subsequent developments, new information, or future events.

Annexure I

CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/ OUTGO:

The particulars as prescribed under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are as follows:

A. Conservation of Energy:

- i. the steps taken or impact on conservation of energy: your company is not energy intensive
- ii. the steps taken by the company for utilizing alternate sources of energy: adequate measures have been taken.
- iii. the capital investment on energy conservation equipment: wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

- i. the efforts made towards technology absorption: Technology absorption is not applicable
- ii. the benefits derived like product improvement, cost reduction, product development or import substitution: company has taken adequate steps to reduce the cost of the product.
- iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- your company has not imported any technology
 - (a) the details of technology imported; -
 - (b) the year of import; -
 - (c) whether the technology been fully absorbed; -
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: and
- iv. the expenditure incurred on Research and Development – Company has not incurred on Research and Development.

C. Foreign Exchange Earnings and Outgo during the year:

- i. Foreign Exchange Earned : Rs.18,99,947
- ii. Foreign Exchange Outgo : Rs.6,96,58,716

For and on behalf of Telogica Limited

Date: August 28, 2025
Place: Hyderabad

Sd/-
Srinivasa Rao Mandava
Managing Director
DIN: 03456187

Sd/-
Venkateswara Rao Devineni
Whole-time Director
DIN: 03616715

Annexure III

Details in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i. The ratio of remuneration of each director to the median remuneration of the employees and the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary of the Company for the financial year:

S.No		Ratio of remuneration to the median remuneration of the employees	Percentage increase in remuneration
1	Hari Krishna Reddy Kallam	-	-
2	Venkateswara Rao Devineni	2.93:1	7.86
3	Mahesh Ambalal Kuvadia	0.14:1	-
4	Srinivasa Rao Mandava	-	-
5	Arpitha Reddy Mettu	0.14:1	-
6	Sreekanth Bolla	0.14:1	-
7	Srinivas Kumar Mediseti	0.09:1	-
8	Satish Kumar Maddineni	4.61:1	46.74
9	Khush Mohammad	0.49:1	-

Note: Independent Directors were paid sitting fees for attending the Meetings.

- ii. The percentage increase in the median remuneration of employees in the financial year: 123.96%
- iii. The number of permanent employees on the rolls of company: 49
- iv. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year: 129.32%
- v. Percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: 54.60%. The remuneration of both the Whole Time Directors was increased in the middle of FY 2025.
- vi. The key parameters for any variable component of remuneration availed by the directors: Not Applicable
- vii. It is hereby affirmed that the remuneration paid is as per the Nomination and Remuneration Policy, applicable for Directors, Key Managerial Personnel and other employees, adopted by the Company.

- viii. Particulars of Employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment of Remuneration of Managerial Personnel) Rules, 2014:

S. No	Employee Name	Designation & Nature of Employment	Educational Qualifications	Age	Experience (In years)	Date of Joining	Gross Remuneration Paid (Rs. In Lacs)	Previous Employment and Designation, if any	% of share held, if any	Whether any such employee is a relative of any director / manager of the company
1	M. Satish Kumar	Director-Sales & Marketing	MBA, DME	51	34 yrs	13.08.2024	26.25	Businessman	-	No
2	D. Venkateswar Rao	Whole Time Director & CFO	B.Com, ICWA	53	30 yrs	30.11.2018	15.18	Meenakshi Energy Private Limited	6.45 %	No
3	K. Siva Kumar	Vice President - Technical	AMIE	45	21 yrs	21.07.2005	18.75	NIL	-	No
4	R. Narasinga Rao	GM-Technical	B. Tech, MBA	42	19 yrs	01.08.2007	17.25	Hindustan aeronautics	-	No
5	Chaitanya Krishna Kothapalli	Manager - Operations	B. Tech	34	5 yr	01.04.2025	12.00	Easy Stones	-	No
6	Parmanand Singh	Manager Sales – Delhi	MBA	39	7 yrs	01.06.2024	11.67	Reach International	-	No
7	R. Kantharaju	DGM-Technical	B. Tech (ECE)	57	25 yrs	04.12.2001	11.19	Nil	-	No
8	M. Sarath Babu	Manager – Marketing	B. Com	54	6 yrs	01.04.2024	09.6	Easy Stones	-	No
9	D. S. R. K. Sharma	DGM-Sales	B.E Electronics, PG Diploma	59	32 yrs	12.04.2013	09.5	Kaytronics Exim Pvt Ltd	-	No
10	M Karunakar	Accounts – Lead	B. Com	38	9 yrs	01.04.2024	09.0	Easy Stones	-	No

For and on behalf of Telogica Limited

Date: August 28, 2025
Place: Hyderabad

Sd/-
Srinivasa Rao Mandava
Managing Director
DIN: 03456187

Sd/-
Venkateswara Rao Devineni
Whole-time Director
DIN: 03616715

CORPORATE GOVERNANCE REPORT

This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and the report contains the details of Corporate Governance systems and processes at Telogica Limited ('Telogica' or 'the Company').

Corporate governance is the set of processes, customs, policies, laws and institutions affecting the way a company is directed, administered or controlled. It is a system of structuring, operating and controlling a company with a view to achieve long term strategic goals to satisfy shareholders, creditors, employees, customers and suppliers.

Corporate governance is based on principles such as conducting the business with all integrity and fairness, being transparent with regard to all transactions, making all the necessary disclosures and decisions, complying with all the laws of the land, accountability and responsibility towards the stakeholders and commitment to conducting business in an ethical manner.

The detailed report on Corporate Governance as per the format prescribed by Securities and Exchange Board of India under Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is set out below:

1) Company's Philosophy on Code of Governance

Telogica is committed to good corporate governance. Telogica aims to achieve the objective of enhancing the shareholders' value by ensuring effective relationship with stakeholders and protecting their interests. Telogica believes that the Company's business strategy and plans should be consistent with the welfare of all its stakeholders that will bring sustained corporate growth and long-term benefit to all.

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors, our environment and the society at large.

Telogica has been practising the principles of good corporate governance with a great zeal of commitment and sincerity. The Company's principle of corporate governance comes from the belief that the high standards of ethics, timely disclosures, accountability and transparency go a long way in preserving shareholders' trust and creating wealth.

The compliance with the corporate governance provisions as specified in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 26A, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V are not applicable to the Company pursuant to the provisions of Regulation 15(2) of Listing Regulations.

2) Board of Directors

The Company believes that an active, well-informed and independent board is necessary to ensure the highest standards of corporate governance.

a) Composition and Category of Directors

The Board of Directors along with its committees provide leadership and guidance to the Management and directs and supervises the performance of the Company, thereby enhancing stakeholder value. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected. Your Company has an engaged and well-informed Board with qualifications and experience in diverse areas. The Board composition is in conformity with Regulation 17 of Listing Regulations read with Section 149 of the Companies Act, 2013 ("the Act").

The Company's Board has an optimum combination of Executive and Non-Executive Directors including a Woman Director. The Board of Directors of the Company consists of Eight (8) Directors as on March 31, 2025. To ensure transparent and professional conduct of Board procedures in all aspects and related thereto, 50% (fifty percent) i.e., 4 are Independent Directors including a Woman Director. The rest are Executive Directors.

The Composition of the Board as of March 31, 2025 is given below:

DIN	Name of the Director	Designation	Category
01302713	Hari Krishna Reddy Kallam [§]	Whole-time Director, Chairperson	Executive
03616715	Venkateswara Rao Devineni	Whole-time Director, CFO	Executive
07195042	Mahesh Ambalal Kuvadia	Independent Director	Non-Executive
03456187	Srinivasa Rao Mandava ^{§§}	Managing Director	Executive
03553277	Arpitha Reddy Mettu	Independent Director	Non-Executive
05306196	Sreekanth Bolla	Independent Director	Non-Executive
07878337	Srinivas Kumar Mediseti	Independent Director	Non-Executive
03452107	Satish Kumar Maddineni*	Whole-time Director	Executive
01725431	Srivatsava Sunkara**	Managing Director	Executive
01024343	Kiran Kumar Inampudi***	Director	Non-Executive
00404917	Mooperthy Sudheer#	Independent Director	Non-Executive

[§]Redesignated from Whole-time Director cum Chairman to Whole-time Director w.e.f. May 28, 2024. Later redesignated as Whole-time Director cum Chairperson w.e.f., August 13, 2024;

^{§§}Redesignated from Managing Director to Non-Executive Director w.e.f. May 28, 2024. Later, redesignated to Managing Director w.e.f., August 13, 2024;

*Resigned as Whole-time Director w.e.f. May 28, 2024 and appointed as Whole-time Director w.e.f., August 13, 2024. Again, resigned w.e.f., April 01, 2025;

**Appointed as Managing Director cum Chairman of the company w.e.f. May 28, 2024 and resigned w.e.f., August 13, 2024;

***Appointed as Non-Executive Director w.e.f. May 28, 2024 and resigned w.e.f. August 13, 2024;

#Appointed as an Independent Director w.e.f. May 28, 2024 and resigned w.e.f., August 13, 2024;

b) Attendance of each Director at the Board Meetings and the last AGM

The table hereunder gives the attendance record of the Directors at the Nine (9) Board Meetings held during the year 2024-25 and the last Annual General Meeting (AGM) held on September 30, 2024:

Name of the Directors	No. of Board Meeting entitled to attend	No. of Board Meetings attended	Attendance at AGM
Hari Krishna Reddy Kallam	9	9	Yes
Venkateswara Rao Devineni	9	9	Yes
Mahesh Ambalal Kuvadia	9	9	Yes
Srinivasa Rao Mandava	9	9	Yes
Arpitha Reddy Mettu	9	9	Yes
Sreekanth Bolla	9	9	Yes
Srinivas Kumar Mediseti	9	9	Yes
Satish Kumar Maddineni	9	8	Yes
Srivatsava Sunkara	2	1	No
Kiran Kumar Inampudi	2	1	No
Mooperthy Sudheer	2	1	No

c) Number of other Boards or Board Committees in which the director of the company is a member or Chairperson.

Name of the Directors	No. of other directorships held *	No. of other Board Committees**		Directorship in other listed entity
		As a Member	As a Chairman	
Hari Krishna Reddy Kallam	1	-	-	-
Venkateswara Rao Devineni	0	-	-	-
Mahesh Ambalal Kuvadia	1	-	2	1
Srinivasa Rao Mandava	1	-	-	-
Arpitha Reddy Mettu	-	-	-	-
Sreekanth Bolla	-	-	-	-
Srinivas Kumar Mediseti	-	-	-	-
Satish Kumar Maddineni	-	-	-	-
Srivatsava Sunkara	-	-	-	-
Kiran Kumar Inampudi	-	-	-	-
Mooperthy Sudheer	2	1	-	1

Note: * Excluding Private Limited Companies, Foreign Companies and Section 8 Companies.

** Only membership of Audit and Shareholders' Grievances Committees are considered.

None of the Directors on the Board is a Director in more than 7 listed entities. None of the Non – Executive Directors is an Independent Director in more than 7 listed entities as required under the Listing Regulations. Further, the Managing Director, who is the Executive Director do not serve as an Independent Director in any listed company. None of the Directors held Directorships in more than 20 Indian companies, with more than 10 public limited companies. None of the Directors on the Board is a member of more than ten Committees or Chairman of more than five Committees (committees being Audit Committee and Stakeholders' Relationship Committee) across all Public Companies in India, in which he/she is a Director. Necessary disclosures regarding their Committee positions have been made by all the Directors.

All Directors are in compliance with the limit on Directorships /Independent Directorships of listed companies as prescribed under Regulation 17A of the Listing Regulations.

The Company has received declarations on criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations from the Directors of the Company who have been classified as Independent Directors as on March 31, 2025.

d) Number of Board meetings held, dates on which held.

Nine (9) Board Meetings were held during the financial year ended March 31, 2025. The maximum gap between any two consecutive meetings did not exceed 120 days.

The dates on which the Board meetings were held are May 11, 2024; May 28, 2024; June 03, 2024; August 13, 2024; August 31, 2024; November 14, 2024; December 18, 2024; February 10, 2025; and March 31, 2025. The necessary quorum was present for all the meetings. Minutes of the meetings of all the Board and the Committees are circulated to all the Directors.

During the FY 2025, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.

The Board periodically reviews the compliance reports of all laws applicable to the Company.

e) Meeting of Independent Directors.

A separate meeting of Independent Directors was held on May 28, 2024 and February 10, 2025, inter-alia to review the performance of the Non-Independent Directors and the Board of Directors as a whole, review the performance of Chairperson of the Company and assess the quality, quantity and timeliness of flow of information between the management of the company and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the meeting. The Independent Directors expressed their satisfaction to the desired level on the governance of the Board.

f) Disclosure of relationship between Directors inter-se.

None of the other Directors are related to each other.

g) Shares and Convertible Instruments held by Non-Executive Directors.

S.No	Name of the Director	Number of Equity Shares held in the Company
1	Mahesh Ambalal Kuvadia	Nil
2	Arpitha Reddy Mettu	Nil
3	Sreekanth Bolla	Nil
4	Srinivas Kumar Mediseti	Nil
5	Mooperthy Sudheer#	Nil

Resigned w.e.f. August 13, 2024.

h) The detail of Familiarization programmes imparted to Independent Directors is given below.

The details of programs for familiarization of the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are available on the website of the Company at the weblink [https://www.aishwaryatechtele.com/images/pdf/Familiarisation Programme.pdf](https://www.aishwaryatechtele.com/images/pdf/Familiarisation%20Programme.pdf)

i) Skills / expertise / competence of the Board of Directors for the effective functioning of the Company which are currently available with the Board:

As required under the Listing Regulations, the list of core skills/expertise/competencies as identified by the Board of Directors in the context of its business and sector for it to function effectively and those available with the Board are as under:

Matrix of skills/expertise/competencies:

Knowledge	Understanding of the Company's business, policies and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates.
Technical	Designs and manufactures a range of test and measuring equipment, such as fiber, data, and copper cable fault locators. Trades in a range of telecom equipment such as Spectrum Analyzers, Vector Network Analyzers, Signal Generators, Site Analyzers, BTS Testers, SDH Analyzers, Splicing Machines, OTDRs, Cable Fault Locators, Cable Route Locators, and Electronic Markers and Locating Systems.
Behavioural Skills	Attributes and competencies to use their knowledge and skills to function well as team-members and to interact with key stakeholders.
Strategic thinking and Planning	Appreciation of long-term trends, strategic choices, and experience in guiding and leading management teams to make decisions in uncertain environments.
Leadership	Leadership Skill to ensure effective guidance to and monitoring of the management and to set a corporate culture and the values by which executives throughout the group should behave.
Sales and marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation
Financial Discipline and Risk Oversight	Understanding of Financial Management, Financial Reporting Process and Financial & Operational controls. Ensuring focus on returns. Understand and oversee internal and external risks associated with the Business and to put in place appropriate policies and procedures to effectively manage such risks.
Corporate Governance	Experience in implementation of the statutory laws, rules, regulations etc. for effective implementation and ensuring proper corporate governance.

The Board of the Company is highly structured to ensure a high degree of diversity by age, education/qualifications, professional background, sector expertise and special skills.

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board as above and whether the person is a proven leader in running a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business. The Directors so appointed are drawn from diverse backgrounds and possess special skills with regard to the industries / fields from where they come.

The details of Directors of the Company who possess the above referred skills/expertise/competencies are as given below:

Director	Knowledge of the Company's business	Behavioral Skills	Strategic thinking and Planning	Financial Skills	Sales and marketing	Governance Skills	Technical/ Professional skills and specialized Knowledge
Hari Krishna Reddy Kallam	#	#	#	#	-	#	#
Venkateswara Rao Devineni	#	#	-	#	-	#	#
Mahesh Ambalal Kuvadiah	#	#	-	#	-	#	#
Srinivasa Rao Mandava	#	#	#	-	#	#	#
Arpitha Reddy Mettu	#	#	-	#	-	-	#
Sreekanth Bolla	#	#	#	-	-	-	#
Srinivas Kumar Mediseti	#	#	#	-	#	-	#
Satish Kumar Maddineni	#	#	#	-	#	-	#

j) Confirmation about Independent Directors in the opinion of the Board

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence with an objective independent judgment and without any external influence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors have confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs.

k) Code of Conduct.

The Board has laid down Codes of Conduct for all the Board Members and the Senior Management of the Company. The Code for Board of Directors and the Senior Management is posted on the Company's website at <https://www.aishwaryatechtele.com/images/pdf/code of conduct.pdf>

All the Board Members and Senior Management have affirmed compliance with these Codes. A declaration signed by the Chairman and Managing Director to this effect is enclosed at the end of this Report is enclosed as Annexure VI. The Code of Conduct for the Board Members of the Company is in line with the provisions of the Companies Act, 2013, which includes Code for Independent Directors, which is a guide to professional conduct for Independent Directors of the Company pursuant to section 149(8) and Schedule IV of the Companies Act, 2013.

1) MD and CFO Certification.

As required under the Listing Regulations, the Managing Director and Chief Financial Officer (CFO) of the Company have certified the Financial Statements for the year ended March 31, 2025 before their submission to the Board. The Chairman and Managing Director and CFO also furnish quarterly certification on Financial Statements while placing the Financial Statements before the Board in terms of Regulation 17(8). The Annual Certificate given by the Managing Director and CFO forms part of the Annual Report as Annexure VII.

3) Audit Committee.

(a) Brief description of terms of reference.

The Committee is empowered with the role and powers as prescribed under Regulation 18 of the Listing Regulations and section 177 of the Companies Act, 2013. The Committee also acts in terms of reference and directions of the Board from time to time.

Terms of reference of the Audit Committee, inter alia, includes the following:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommend for appointment, remuneration and terms of appointment of auditors
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- Review, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to
 - o 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
 - o changes, if any, in accounting policies and practices and reasons for the same
 - o major accounting entries involving estimates based on the exercise of judgment by management
 - o significant adjustments made in the financial statements arising out of audit findings
 - o compliance with listing and other legal requirements relating to financial statements
 - o disclosure of any related party transactions
 - o modified opinion(s) in the draft audit report
- review, with the management, the quarterly financial statements before submission to the board for approval
- review, 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 or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter
- review and monitor the auditor's independence and performance, and effectiveness of audit process
- approval or any subsequent modification of transactions of the listed entity with related parties
- scrutiny of inter-corporate loans and investments

- valuation of undertakings or assets of the listed entity, wherever it is necessary
- evaluation of internal financial controls and risk management systems
- review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems
- review 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
- discussion with internal auditors of any significant findings and follow up there on
- review 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
- 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
- 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
- to review the functioning of the whistle blower mechanism
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate
- review 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
- consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders
- management discussion and analysis of financial condition and results of operations
- management letters / letters of internal control weaknesses issued by the statutory auditors
- internal audit reports relating to internal control weaknesses
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee
- statement of deviations – quarterly and annual In addition, the Committee is also required to discharge such other roles / functions as may be decided from time to time.

(b) Composition, Name of Members and Chairperson including meetings and attendance

The Audit Committee of the Board is constituted with Three (3) Directors. All of the members of the Committee are financially literate and have adequate accounting knowledge. Accordingly, the Composition of the Audit Committee is in conformity with Regulation 18 of the Listing Regulations.

The Composition, Meetings and Attendance of Members of Audit Committee, is given below:

Name of Director	Designation	No. of Meetings Held	No. of Meetings attended
Sreekanth Bolla	Chairperson	4	4
Mahesh Ambalal Kuvadia	Member	4	4
Arpitha Reddy Mettu	Member	4	4

During the Financial Year 2024-25, the Audit Committee met 4 (Four) times on the following dates:

May 28, 2024; August 13, 2024; November 14, 2024 and February 10, 2025.

The Statutory Auditor, Internal Auditor, Chief Financial Officer and Manager (Finance) are invited to the meetings of the Audit Committee. The Company Secretary acts as the Secretary to the Audit Committee.

All the recommendations of the Audit Committee were accepted by the Board of Directors.

4) Nomination and Remuneration Committee (NRC)

(a) Brief description of terms of reference

The Committee is empowered with the role and powers as prescribed under Regulation 19 of the Listing Regulations, Section 178 of the Companies Act, 2013 and in Nomination & Remuneration Policy of the Company. The Committee also acts in terms of reference and directions of the Board from time to time.

Terms of reference of the Nomination and Remuneration Committee, inter alia, includes the following:

- Formulate 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;
- 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:
 - use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates.
- Formulate the criteria for evaluation of performance of independent directors and the Board of Directors;
- Devise a policy on diversity of board of directors;
- Identify 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;
- 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;
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

(b) Composition, name of members and Chairperson including meetings and attendance

The Nomination and Remuneration Committee of the Board is constituted with three Independent Directors. During the financial year 2024-25, Nomination and Remuneration committee met four (4) times i.e., on May 28, 2024, August 13, 2024, August 31 2024 & February 10 2025.

The Composition, Meetings and Attendance of Members of Nomination and Remuneration Committee, is given below:

Name of Director	Designation	No. of Meetings Held	No. of Meetings attended
Sreekanth Bolla	Chairperson	4	4
Mahesh Ambalal Kuvadia	Member	4	4
Arpitha Reddy Mettu	Member	4	4

(c) Nomination and Remuneration policy.

The Committee recommends the compensation package to the directors of the Company. The remuneration will include salary, perquisite, allowances and commission. The remuneration policy is directed towards rewarding performance based on review of achievements. It is aimed at attracting and retaining high caliber talent. The Nomination and Remuneration Policy is available on the Company's website at [https://aishwaryatechtele.com/images/pdf/Nomination & Remuneration Policy.pdf](https://aishwaryatechtele.com/images/pdf/Nomination%20&%20Remuneration%20Policy.pdf)

The Policy ensures that:

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

(d) Performance Evaluation criteria for independent directors

The performance evaluation criteria for the Independent directors is determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behaviour and judgement.

5) Stakeholders' Relationship Committee.**(a) Brief description of terms of reference**

The Committee is empowered with the role and powers as prescribed under Regulation 20 of the Listing Regulations and Section 178(5) of the Companies Act, 2013. The Committee also acts in terms of reference and directions of the Board from time to time.

Terms of reference of the Stakeholders' Relationship Committee, inter alia, includes the following:

- Resolve the grievances of the security holders of the listed entity 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.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

(b) Composition, name of members and Chairperson including meetings and attendance

The Stakeholders' Relationship Committee (SRC) of the Board is constituted with three Independent Directors. During the financial year 2024-25, SRC met one times i.e., on May 28, 2024.

The Composition, Meetings and Attendance of Members of Stakeholders' Relationship Committee, is given below:

Name of Director	Designation	No. of Meetings Held	No. of Meetings attended
Sreekanth Bolla	Chairperson	1	1
Mahesh Ambalal Kuvadia	Member	1	1
Arpitha Reddy Mettu	Member	1	1

(c) Name and designation of Compliance Officer

Name: Khush Mohammad
Designation - Company Secretary and Compliance Officer
Email id for investor grievances -legal@telogica.com

(d) Complaints of shareholders

Number of complaints received during 2024-25	0
Number of complaints not solved to the satisfaction of shareholders	0
Number of pending complaints	0

6) Senior Management

Name	Designation
K V Shiva Kumar	Vice President
Khush Mohammad	Company Secretary & Compliance Officer
R. Narasing Rao	General Manager

7) Remuneration of Directors

There are no pecuniary transactions with any non-executive director of the Company except the sitting fee paid for attending the Board and Committee meetings.

- Criteria of making payments to non-executive directors is displayed on the website at www.telogica.com
- The details of sitting fee paid to the Independent Directors during the financial year 2024-25 are as follows

Name of the Director	Rs.
Mahesh Ambalal Kuvadia	70,000
Arpitha Reddy Mettu	70,000
Sreekanth Bolla	70,000
Srinivas Kumar Mediseti	45,000

- The details of remuneration paid to Executive and Non- Executive Directors during the year are as follows:

Name of the Director and Designation	Salary (Rs in Lakhs)	Benefits	Bonus	Commission	Service Contracts	Notice Period
Hari Krishna Reddy Kallam	-	-	-	-	Re-appointed as Whole-time Director and Chairman for a period of 3 years w.e.f. October 12, 2024 till October 11, 2027	As per the company rules
Venkateswara Rao Devineni	15.18	-	-	-	Re-appointed as Whole-time Director and Chief Financial Officer for a period of 3 years w.e.f. October 12, 2024 till October 11, 2027	As per the company rules
Mahesh Ambalal Kuvadia	-	-	-	-	Re-appointed as an Independent Director for a period of 5 years w.e.f. October 12, 2023 till October 11, 2028	As per the company rules
Srinivasa Rao Mandava	-	-	-	-	Appointed as Managing Director for a period of 3 years w.e.f. August 13, 2024 till August 12, 2027	As per the company rules
Arpitha Reddy Mettu	-	-	-	-	Re-appointed as an Independent Director for a period of 5 years w.e.f. August 14, 2024 till August 13, 2029	As per the company rules
Sreekanth Bolla	-	-	-	-	Appointed as an Independent Director for a period of 5 years w.e.f. September 04, 2020 till September 03, 2025	As per the company rules
Srinivas Kumar Mediseti	-	-	-	-	Appointed as an Independent Director for a period of 5 years w.e.f. May 06, 2023 till May 05, 2028	As per the company rules

Satish Kumar Maddineni	26.25	-	-	-	Appointed as Whole-time Director of the company for a period of 3 years w.e.f. August 13, 2024 till August 12, 2027	As per the company rules
Srivatsava Sunkara	-	-	-	-	Appointed as an Chairman Cum Managing Director w.e.f. May 28, 2024. However, resigned w.e.f. August 13, 2024.	As per the company rules
Kiran Kumar Inampudi	-	-	-	-	Appointed as Non-executive Director w.e.f. May 28, 2024. However, he resigned w.e.f. August 13, 2024.	As per the company rules
Mooperthy Sudheer	-	-	-	-	Appointed as an Independent Director w.e.f. May 28, 2024. But, resigned w.e.f August 13, 2024.	As per the company rules

There were no severance fees, stock option plan or performance linked incentive for Executive / Non-Executive Directors.

8) General Body Meetings.

(a) Location and time, where last three AGMs held:

The following are the details of the last three Annual General Meetings held:

Financial Year	Date	Time	Venue
2023-24	30-09-2024	04.00 PM	Audio Video Conference
2022-23	30-09-2023	04.00 PM	Audio Video Conference
2021-22	30-09-2022	04.00 PM	Audio Video Conference

(b) Special Resolutions passed in the previous three AGMs:

Financial Year	Special Resolution
2023-24	None
2022-23	<ul style="list-style-type: none"> • Appointment of Satish Kumar Maddineni (DIN: 03452107) as a Whole-time Director. • Re-appointment of Mahesh Ambalal Kuvadiah (DIN: 07195042) as an Independent Director. • Re-appointment of Arpitha Reddy Mettu (DIN: 03553277) as an Independent Director. • Appointment of Srinivas Kumar Mediseti (DIN: 07878337) as an Independent Director. • Change the name of the company from 'Aishwarya Technologies and Telecom Limited' to 'Telogica Limited'
2021-22	None

(c) Special Resolution passed last year through postal ballot – details of voting pattern – None

(d) Person who conducted the postal ballot exercise – Not Applicable

(e) Whether any special resolution is proposed to be conducted through postal ballot

At present, there is no proposal to pass any special resolution through Postal Ballot.

(f) Procedure for Postal Ballot – Since postal ballot was neither conducted nor proposed to be conducted, no procedure was followed for postal ballot.

9) Means of Communication.**(a) Quarterly results:**

The quarterly results of the Company are published in accordance with the requirements of the Listing Regulations.

(b) Newspapers wherein results normally published:

Quarterly / Half Yearly / Annual Audited Results / Notice of EGM/AGM are generally published in widely circulated newspapers viz., Financial Express (English daily) and Andhra Prabha (Regional Newspaper – Telugu Daily).

(c) Any website, where displayed:

Quarterly / Half Yearly / Annual Audited Results, Annual Reports, Announcements, Investor information, Policies etc. are displayed on the Company's website: <https://www.aishwaryatechtele.com/investors>

(d) Annual Report

Pursuant to the MCA circulars and SEBI Circulars, the Annual Report for FY 2024-25 containing the Notice of AGM will be sent through e-mails to all those Members whose e-mail IDs were registered with the Company/ Depository Participants.

(e) **Whether it also displays official news releases:** None

(f) **Presentations made to institutions investors or to the analysts:** No presentations were being made during the financial year

10) General Shareholder Information.

(a) Annual General Meeting: Tuesday, September 30, 2025, at 04.00 PM through video conferencing ("VC") / Other Audio-Visual Means ("OAVM")

(b) Financial Year: April 01, 2024 to March 31, 2025.

(c) Record Date / Book Closure Date for the purpose of AGM: September 24, 2025 to September 30, 2025 (both days inclusive)

(d) Dividend Payment Date: Not Applicable

(e) Listing on Stock Exchanges: BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001

The Company confirms that it has paid annual listing fees to the Stock Exchange for the year 2025-26.

(f) There was no suspension of trading in Securities of the Company during the year under review.

(g) Registrars and Share Transfer Agents:

Bigshare Services Private Limited
 306, Right Wing, 3rd Floor Amrutha Ville,
 Opp. Yashoda Hospital Somajiguda Rajbhavan Road
 Hyderabad – 500 082
 Telephone No.: 040-2337 4967, 040-2337 0295
 E-mail Id: bsshyd@bigshareonline.com

(h) Share Transfer system

The Company has appointed Bigshare Services Private Limited, Hyderabad as Registrar and Share Transfer Agents for the purpose of carrying on the work relating to share transfers - both physical and demat form. The requests received for transfer of shares from the shareholders are normally completed within prescribed time, subject to the documents being valid and complete in all respects.

As per the Listing Regulations, requests for effecting transfer of equity shares in physical form shall not be accepted by Bigshare Services Private Limited, Registrars and Transfer Agents, w.e.f. 01.04.2019 unless the equity shares are held in the dematerialized form with a Depository. However, in order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025 has decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026. This was communicated to the members who hold the shares in physical form. The shareholders need to convert the shares to demat form compulsorily, if they wish to effect any transfer. However, the restriction is not applicable to the requests received for transmission or transposition of physical shares. All the shareholders, who hold the shares in physical form, are requested to dematerialize the shares at the earliest to avoid inconvenience in future, for transferring the shares.

(i) Distribution of Shareholding

Distribution of Shareholding as on March 31, 2025:

Nominal value	Number of shareholders	Percentage	Share amount	Percentage
Upto 5000	4,912	83.98	60,03,935	3.56
5001-10000	344	5.61	27,69,885	1.64
10001-20000	234	3.73	33,06,955	1.96
20001-30000	124	1.98	30,79,645	1.82
30001-40000	43	0.70	15,62,460	0.93
40001-50000	44	0.72	21,17,350	1.25
50001-100000	73	1.14	53,52,920	3.17
100001 & Above	134	2.14	14,46,72,010	85.67
Total	5,908.00	100.00	16,88,65,160	100

Shareholding Pattern as on March 31, 2025 :

Category	No. of Shareholders	% Of Shareholders	No. of shares	% Of Total shareholding
Clearing Member	5	0.08	1,035	0.003
Bodies Corporate	35	0.59	25,33,799	7.502
Employees	9	0.15	39,847	0.118
KMP	1	0.02	13,20,045	3.909
NRI	38	0.64	51,67,679	15.301
Promoters	18	0.30	86,00,258	25.465
Public	5,684	96.31	1,56,01,169	46.194
HUF	118	2.00	5,09,200	1.508
Total	5,908	100.00	3,37,73,032	100

(j) Dematerialization of shares and liquidity

The process of conversion of shares from physical form to electronic form is known as dematerialization. For dematerializing the shares, the Shareholder has to open a demat account with a Depository Participant (DP). The Shareholder is required to fill in a Demat Request Form and submit the same along with the Share Certificate(s) to the DP. The DP will allocate a demat request number and shall forward the request physically and electronically, through NSDL/CDSL to the R&T Agent. On receipt of the demat request, both physically and electronically and after verification, the Shares are dematerialized, and an electronic credit of shares is given in the account of the Shareholder.

The Company has made necessary arrangements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization facility. Most of the shares were in dematerialized form as on March 31, 2025. However, the company has 80,465 physical shares. The ISIN No/Code for the Company's Equity Shares is INE778I01024.

- (k) Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity – The Board issued and allotted 4,25,00,000 warrants to promoters and non-promoters on preferential basis in its meeting held on May 11, 2024. During the year under review, 77,00,000 and 21,79,090 warrants were converted into equivalent equity shares on December 18, 2024 and March 31, 2025 respectively.

Outstanding warrants as on April 1, 2025: 3,26,20,910.

(l) Commodity Price Risk or Foreign Exchange risk and hedging activities:

The Company is not carrying on any Commodity Business and has also not undertaken any hedging activities; hence same are not applicable to the Company.

(m) Plant Location

The Company carries out its operations from its registered office at Empire Square, Plot No 233-A, 234 & 235, 3rd Floor, Road No 36, Jubilee Hills, Hyderabad, Telangana - 500 033

(n) Address for correspondence

Company:

The Company Secretary and Compliance Officer,
 Empire Square, Plot No 233-A, 234 & 235,
 3rd Fl, Rd No 36, Jubilee Hills,
 Hyderabad- 500 033, Telangana, India
 Phone: +91 9396610682, +91- 40-27531324 to 26
 E-mail Id: legal@telogica.com

Registrar and Share Transfer Agents:

Bigshare Services Private Limited
 306, Right Wing, 3rd Floor Amrutha Ville,
 Opp. Yashoda Hospital Somajiguda Rajbhavan Road
 Hyderabad – 500 082
 Telephone No.: 040-2337 4967, 040-2337 0295
 E-mail Id: bsshyd@bigshareonline.com

(o) Corporate Identity Number: L72200TG1995PLC020569

(p) Credit rating along with revisions, if any: Not Applicable since the company neither issued any debt instruments nor commenced any fixed deposit programme / any scheme involving mobilization of funds.

11) Disclosures.

(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large.

During the year 2024-2025, there was no materially significant related party transaction which had potential conflict with the interests of the Company at large. The details of the related party transactions are disclosed in the Annual Report. In terms of Regulation 23 of the Listing Regulations, the Board has formulated a Related Party Transaction Policy.

The Related Party Transaction Policy is uploaded on the website of the Company at <https://aishwaryatechtele.com/images/pdf/policy%20on%20dealing%20with%20related%20party%20transactions.pdf>

(b) Details of Non-Compliance and Penalties.

The Company has complied with the requirements of the Stock Exchanges / SEBI and Statutory Authorities on all matters related to the capital markets during the last three years. No penalty or strictures were imposed on the Company by any of these authorities. None of the Company's listed securities is suspended from trading.

(c) Whistle Blower policy and affirmation that no personnel have been denied access to the Audit Committee.

The Company has framed a Whistle Blower Policy with a view to provide a vigil mechanism for Directors and Employees of the Company to report genuine concerns about unethical behaviour, any wrongdoings, actual or suspected fraud or violation of the Company's Code of Conduct, legal or regulatory requirements and to provide direct access to the Chairperson of the "Audit Committee" in appropriate or exceptional cases, to provide adequate safeguards for protection of Employees and Directors from victimization or unfair treatment and ensure that frivolous accusations are not made.

The Audit Committee periodically reviews the functioning of the Whistle Blower Mechanism.

No personnel have been denied access to the Audit Committee. Whistle Blower Policy is uploaded on the website of the Company at <https://telogica.com.com/images/pdf/Vigil%20Mechanism.pdf>.

The Whistle officer has not received any complaint for the financial year ended March 31, 2025.

(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with all the mandatory requirements of the Listing Regulations entered into with the Stock Exchanges.

Extent of adoption of discretionary requirement as specified in Part E of Schedule II:

- The Company has been disclosing the financial performance on the website of the company for the knowledge of the shareholders.

- The Auditors expressed unmodified opinion on the financial statements of the company. Your Company continuously strives to adopt best practices to ensure regime of unqualified financial statements.
 - The positions of Chairperson although held by a Whole-time Director is separated from the position of the Managing Director and the Directors holding both the positions are not related to each other.
 - The Internal Auditor reports directly to the Audit Committee.
- (e) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) – As disclosed earlier in this report, the company has issued warrants to promoters and non-promoters on preferential basis and has received funds in tranches.

The money so received was utilized as disclosed in the letter of offer issued to the allottees and there are no deviations/variations from the purpose stated in the prospectus.

- (f) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries – The listed entity has no material subsidiaries, thus has no policy on the same.
- (g) SEBI Complaints Redress System (SCORES): The investors' complaints are also being processed through the centralized web base complaint Redressal system of SEBI. The salient features of SCORES are availability of centralized database of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the action taken and current status of the complaints. SEBI vide its Circular dated March 26, 2018 and August 13, 2020, October 22, 2020, and September 20, 2023 have streamlined the process of filing investor grievances in the SCORES in order to ensure speedy and effective resolution of complaints filed therein. The said Circulars can be accessed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/home/HomeAction.do?doListing=yes&sid=1&ssid=7&smid=0>.
- (h) A certificate (Annexure IV) has been received from M/s. Akhilesh Singh & Associates, Practicing Company Secretaries regarding compliance of conditions of corporate governance, which is annexed to the Board's Report.
- (i) A certificate (Annexure V) has been received from M/s. Akhilesh Singh & Associates Practicing Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.
- (j) The Board has accepted the recommendations of all the Committees during the year 2024-25.
- (k) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part

M/s. P Murali & Co., Chartered Accountants, Firm Registration No. 007257S have been appointed as the Statutory Auditors of the Company. The particulars of payment to Statutory Auditors' fees for FY 2024-25, for all services paid by the listed entity and its subsidiaries, on a consolidated basis is given below:

Particulars	Rs.
Services as statutory auditors	2,00,000
Other matters (including quarterly audits)	-
Re-imbusement of out-of-pocket expenses	-
Total	2,00,000

- (l) The Company has adopted a policy on prevention, prohibition and Redressal of Sexual harassment at workplace and has duly constituted an Internal Complaints Committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. During FY 2024-25, the Company has not received any complaints pertaining to Sexual Harassment. Further there were no cases / complaints pending disposal as at the end of the financial year.
- (m) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount' – None
- (n) As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings, particulars of Directors seeking appointment / re-appointment at this AGM are given in the Annexure to the Notice of this AGM.
- (o) Disclosure of Accounting Treatment in preparation of Financial Statements:

The Company has followed the Indian Accounting Standards and Accounting Principles Generally Accepted in India in preparation of its Financial Statements.

(p) Code for Prevention of Insider Trading Practices

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a Code of Fair Disclosure and Code of Conduct to Regulate, Monitor and Report Trading by Insiders. The Code has been formulated to regulate, monitor and ensure reporting of trading by the Employees and Connected Persons designated on the basis of their functional role in the Company towards achieving compliance with the Regulations and is designed to maintain the highest ethical standards of trading in Securities of the Company by persons to whom it is applicable.

<https://aishwaryatechtele.com/images/pdf/Code%20of%20Conduct%20to%20Regulate,%20Monitor%20and%20Report%20Trading%20by%20Insiders.pdf> or

<https://aishwaryatechtele.com/images/pdf/PIT%20Policies.pdf>

The Code of Conduct for prohibition of insider trading, and to regulate, monitor and report trading by designated person is posted on the website of the Company at

<https://aishwaryatechtele.com/images/pdf/Code%20of%20Practices%20and%20Procedures%20for%20Fair%20Disclosure%20of%20Unpublished%20Price%20Sensitive%20Information.pdf>

(q) Management Discussion and Analysis Report

The Report on Management Discussion and Analysis is annexed to the Directors' Report and forms part of this Annual Report.

- (r) Proceeds from public issues, rights issue, preferential issues, etc: Refer to Point e above
- (s) Disclosures in respect of demat suspense account/unclaimed suspense account as on March 31, 2025: Not Applicable
- (t) No Agreements were entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity. Consequently, there was no rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements.

Annexure VI

DECLARATION BY THE CHAIRMAN AND MANAGING DIRECTOR UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To

The Members of Telogica Limited

We, Hari Krishna Reddy Kallam (DIN:01302713), Chairman and Whole Time Director and Mandava Srinivasa Rao (DIN: 03456187), Managing Director of Telogica Limited declare that all Board Members and the Senior Management personnel have affirmed in writing their adherence to the Code of Conduct adopted by the Company for the financial year ended 31st March 2025.

For Telogica Limited

Place: Hyderabad
Date : August 28, 2025

Sd/-
Hari Krishna Reddy Kallam
Chairman and Whole Time Director
DIN: 01302713

Sd/-
Mandava Srinivasa Rao
Managing Director
DIN: 03456187

COMPLIANCE CERTIFICATE**CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER**

We, the Managing Director and the Chief Financial Officer of Response Informatics Limited, certify that:

1. We have reviewed financial statements and the cash flow statement of the company for the financial year ended 31st March 2025 and that to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - These statements together present a true and fair view of Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or in violation of Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and Audit Committee:
 - (i) Significant changes in internal control over financial reporting during the year.
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements and
 - (iii) That there have been no instances of significant fraud of which we have become aware, involving of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Telogica Limited

Place: Hyderabad
Date : August 28, 2025

Sd/-
Mandava Srinivasa Rao
Managing Director
DIN: 03456187

Sd/-
Venkatesara Rao Devineni
Chief Financial Officer & CFO
DIN: 03616715

INDEPENDENT AUDITOR'S REPORT

To
The Members of
M/s. Telogica Limited (Formerly Known as Aishwarya Technologies and Telecom Limited)

Report on the Audit of IND AS Financial Statements**Opinion**

We have audited the accompanying Ind AS financial statements of M/s. Telogica Limited (Formerly Known as Aishwarya Technologies and Telecom Limited) ("the Company"), which comprise the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2025, and its profit 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 Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS 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 Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS 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 INDAS financial statements of the current period.

We have determined the matters described below to be the Key Audit Matters to be included in our Audit procedures.

Key audit matters	How the matter was addressed in our audit report
<p>a) During the year, the Company issued Share Warrants and converted 98,79,090 equity shares, resulting in a significant change to its share capital</p>	<p>Our audit procedures included, but were not limited to:</p> <ul style="list-style-type: none"> • Reviewed the share issuance and conversion documentation to ensure compliance with the Companies Act and other applicable laws. • Verified the authorization process for the issuance of Share Warrants and conversion of shares by reviewing board resolutions and shareholder approvals. • Testing the mathematical accuracy of the calculations related to the conversion, including verifying the issuance of Share Warrants against the proceeds received. • Assessed the disclosures in the financial statements to ensure they are in line with the applicable disclosure requirements under INDAS 1

Emphasis of Matter:

1. The company is irregular in payment of statutory dues of PF, ESI, TDS, GST, PT etc., the total outstanding statutory dues as on 31st March 2025 of Rs 145.29 Lakhs and includes previous statutory dues of Rs.118.44 Lakhs.

Our Opinion is not modified in respect of the above Emphasis of Matter.

Information other than the Financial Statements and the 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 but does not include the Standalone 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 identified above when it becomes available 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 we conclude that there is a material misstatement therein, we are required to communicate the fact. We have nothing to report in this regard.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS 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 Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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 Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the 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 Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report if any 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 sub-section (11) of Section 143 of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - I. 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.
 - II. 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.
 - III. 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 account.
 - IV. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - V. On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - VI. 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 Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's Internal Financial Controls Over Financial Reporting.

VII. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act, as amended:

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

VIII. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the pending litigations in its notes to accounts in the financial statements of the company.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv.
- a. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- b. The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries;
- c. Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under (a) and (b) above contain any material mis-statement.
- v. The Company has not declared any dividend during the year.
- vi. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

**For P. Murali & Co,
Chartered Accountants,
Firm Registration No: 007257S.**

**Sd/-
A. Krishna Rao
Partner
M.No: 020085
UDIN: 25020085BMILGL4194**

**Place: Hyderabad
Date: 23-05-2025**

ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT

Annexure referred to in paragraph 1 of Our Report of even date to the members of M/s. Telogica Limited on the accounts of the company for the year ended 31st March, 2025 Under "Report on other Legal & Regulatory Requirements"

Based on the audit procedure performed for the purpose of reporting a true and fair view on the financial statements of Telogica Limited (Formerly Known as Aishwarya Technologies and Telecom Limited) and taking into consideration the information and explanations given to us and the books of account and other records examined by us in a normal course of audit, and to the best of our knowledge and belief, we report that:

I.

a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The company has maintained proper records showing full particulars of intangible assets.

b) According to the information and explanations given to us and on the basis of our examination of records of the Company, PPE have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us and on the basis of examination of records, there are no immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) held by the Company.

d) According to the information and explanations given to us and on the basis of our examination of records, the company has not revalued the Property Plant and Equipment or intangible assets during the period under review.

e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under.

II.

a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by the management were appropriate.

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year.

III. The company has not granted any loans, secured or unsecured, to companies, firms, and Limited Liability partnerships 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 not given any loans, guarantees and securities as referred to in section 185 and 186 of the Act. The investments made are in compliance with section 186 of the Act.

V. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.

VI. As informed to us, the maintenance of Cost Records has been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company however, maintenance of cost records is not applicable because of threshold limit.

VII.

- a) According to the information and explanations given to us and based on the records of the company examined by us, the company is not regular in depositing the undisputed statutory dues with the appropriate authorities in. There were undisputed amounts payable as on March 31st, 2025 for a period of more than 6 months from the date they became payable as given below:

S. No	Particulars	Amount (INR) in Lakhs
1	Provident Fund	60.59/-
2	Sales tax/VAT	54.91/-
3	Service tax	5.21/-
4	TDS	17.02/-
5	PT	7.01/-
6	TCS	0.64/-
7	ESI	0.48/-
8		
	TOTAL	145.29/-

- b) According to the information and explanations given to us and based on the records of the company examined by us, the following are the dues which have not been deposited on account of disputes-

Income Tax: -

Name of the Statute	Nature of Dues	Section	Amount (INR) in Lakhs	Period to which it relates	Case is pending at
Income Tax Act, 1961	Income Tax	144	Rs. 90.76	A.Y 2021-22	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Penalty	272A(1)(d)	Rs. 0.30	A.Y 2021-22	Commissioner of Income Tax (Appeals)

VIII. As per the information and explanation given to us, there are no instances where the company has surrendered or disclosed such transactions as income during the period ended 31st March, 2025 in the tax assessments under the Income Tax Act, 1961.

IX. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year. The company has not issued any debentures.

X.

- a) The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) during the year.

b) The Company has issued share warrants during the year on a preferential basis. A part of these share warrants were converted into equity shares during the year. The company has complied with the provisions of Sections 42 and 62 of the Companies Act, 2013, in respect of such allotment. The funds raised have been used for the purposes for which they were intended."

XI.

a) Based on examination of books and records of the Company and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the year.

b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed in form ADT- 4 as prescribed under rule 13 of the companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.

XII. As the Company is not a Nidhi Company and hence the Nidhi Rules, 2014 are not applicable to it.

XIII. The Provisions of section 177 of Companies Act 2013 relating to Audit Committee is applicable. The Company has not entered into any transaction with related parties as specified in section 188.

XIV.

a) In our opinion and based on our examination, the company has an adequate internal audit system commensurate with the size and nature of its business.

b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

XV. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act 2013 are not applicable to the Company.

XVI.

(a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

(b) The company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

(d) In our opinion, there is no Core Investment Companies ("CIC's") in the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) that are registered with the Reserve Bank of India ("RBI").

XVII. The Company has not incurred cash losses in the current year and in the immediately preceding financial year.

XVIII. There has been no resignation of the statutory auditors of the Company during the year.

XIX. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial Liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

XX. The company is not covered under the provisions of sec 135 of the Companies Act, 2013.

**For P. Murali & Co,
Chartered Accountants,
Firm Registration No: 007257S.**

**Sd/-
A. Krishna Rao
Partner
M.No:020085
UDIN: 25020085BMILGL4194**

**Place: Hyderabad
Date: 23-05-2025**

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 Telogica Limited of even date

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

We have audited the internal financial controls over financial reporting of M/s. Telogica Limited (Formerly Known as Aishwarya Technologies and Telecom Limited) ("the Company") as of 31st March 2025 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 Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, 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 judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization 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 Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, 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 31st March 2025, based on the criteria for internal control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For P. Murali & Co,
Chartered Accountants,
Firm Registration No: 007257S.**

**Sd/-
A. Krishna Rao
Partner
M.No:020085
UDIN: 25020085BMILGL4194**

**Place: Hyderabad
Date: 23-05-2025**

Balance Sheet as at March 31st, 2025

(Rs in Lakhs.)

Particulars	Notes	As at 31.03.2025	As at 31.03.2024
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	3	106.48	91.65
(b) Goodwill		-	-
(c) Other Intangible Assets	3	0.85	0.23
(d) Right of use assets	3	51.94	
(e) Financial Assets			
(i) Investment		-	-
(ii) Trade Receivable		-	-
(iii) Loans		-	-
(f) Deferred Tax Assets (Net)	4	1,271.87	1,204.07
(g) Other non-current assets		-	-
Total Non - Current Assets		1,431.14	1,295.94
Current Assets			
Inventories	5	840.23	546.33
Financial Assets			
(a) Investment		-	-
(b) Trade Receivables	6	979.10	975.53
(c) Cash and Cash Equivalents	7	229.16	6.01
(d) Other Financial Assets	8	151.03	113.83
Current Tax Assets (Net)	9	25.85	23.26
Other Current Assets	10	277.50	84.53
Total Current Assets		2,502.87	1,749.48
Total Assets		3,934.01	3,045.43
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	11	1,688.65	1,194.70
Other Equity	12	(361.59)	(1,509.07)
Total Equity		1,327.06	(314.37)
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	13	3.39	8.81
(ii) Lease Liabilities	15	58.59	-
(iii) Trade Payables			
(i) Total outstanding dues of micro and small enterprises		-	-
(ii) Total outstanding dues of creditors other than micro and small enterprises	17	1,299.82	1,322.62
(b) Provisions	14	21.19	28.81
(c) Other non-current liabilities	15	179.05	322.22
Total Non-current liabilities		1,562.04	1,682.45
Current Liabilities			
(a) Financial Liabilities			
(a) Borrowings	16	164.64	247.08
(b) Trade Payables			
(i) Total outstanding dues of micro and small enterprises		-	-
(ii) Total outstanding dues of creditors other than micro and small enterprises	17	476.05	734.38
(c) Other Financial Liabilities	18	43.42	129.49
(b) Provisions	14	19.56	8.78
(c) Other Current Liabilities	19	341.24	557.62
Total Current Liabilities		1,044.91	1,677.35
Total Liabilities		2,606.95	3,359.80
Total Equity and Liabilities		3,934.01	3,045.43
Summary of Significant Accounting Policies	1 & 2		

The accompanying notes are an integral part of the Financial Statements

As per our report of even date annexed
For P MURALI & Co
Chartered Accountants
Firm Registration No : 007257S

Sd/-
A Krishna Rao
Partner
Membership No : 020085
UDIN: 25020085BMILGL4194

Place : Hyderabad
Date : 23-05-2025

FOR AND ON BEHALF OF THE BOARD OF
DIRECTORS OF TELOGICA LIMITED

Sd/-
Mandava Srinivas Rao
Managing Director
DIN:03456187

Sd/-
D. Venkateswara Rao
Whole Time Director & CFO
DIN:03616715

Sd/-
Khush Mohammad
Company Secretary
M.No.A24743

Statement of Profit and Loss for the Year ended March 31st, 2025

(Rs in Lakhs.)

Particulars	Notes	For the year ended March 31,2025	For the year ended March 31,2024
INCOME			
Revenue from Operations	20	1,928.27	1,785.92
Other Income	21	21.07	27.79
Total Income		1,949.33	1,813.72
EXPENSES			
Cost of Materials Consumed	22	7.88	138.51
Purchase of Stock in Trade		1,323.17	1,102.67
Changes in Inventories of Finished Goods and Work-in-Progress	23	(293.33)	(150.02)
Employee Benefits Expense	24	362.27	186.82
Finance Costs	25	39.54	114.14
Depreciation and Amortisation Expense	3	24.06	5.95
Other Expenses	26	383.51	328.34
Total Expenses		1,847.11	1,726.42
Profit Before Exceptional Items and Tax		102.22	87.29
Exceptional Items (Net)	27	-	
Profit Before Tax		102.22	87.29
Tax Expense			
Current Tax			
Deferred Tax		(67.81)	3.63
Total Tax Expense		(67.81)	3.63
Profit/(loss) for the year		170.03	83.66
Other comprehensive income			
A Items that will not be reclassified subsequently to profit or loss			
(a) Remeasurements of the defined benefit plans		4.55	21.71
(b) Deferred tax relating to items that will not be reclassified to profit or loss			
Total other comprehensive income		4.55	21.71
Total comprehensive income for the year		174.57	105.37
Earnings per equity share			
(Equity shares, par value of ` 5 each)			
Basic		0.65	0.35
Diluted		0.37	0.35

Corporate information and significant

As per our report of even date annexed
For P MURALI & Co
Chartered Accountants
Firm Registration No : 007257S

Sd/-
A Krishna Rao
Partner
Membership No : 020085
UDIN: 25020085BMILGL4194

Place : Hyderabad
Date : 23-05-2025

FOR AND ON BEHALF OF THE BOARD OF
DIRECTORS OF TELOGICA LIMITED

Sd/-
Mandava Srinivas Rao
Managing Director
DIN:03456187

Sd/-
Khush Mohammad
Company Secretary
M.No.A24743

Sd/-
D. Venkateswara Rao
Whole Time Director & CFO
DIN:03616715

Statement of Cash Flow the year ended 31st March, 2025

(Rs in Lakhs.)

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024
CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit before taxation, and extraordinary items	102.22	87.29
Adjustment for		
Depreciation	24.06	5.95
Finance Costs	39.54	114.14
interest cost on lease liability	6.39	(1.30)
Comprehensive income for the year	4.55	-
Interest Income	(5.87)	-
Dividend	(1.59)	-
Operating Profit before working capital changes	169.29	206.09
Adjustments for:		
(Increase)/Decrease in Inventories	(293.89)	(153.58)
(Increase)/Decrease in Trade receivables	(3.57)	(498.31)
(Increase)/Decrease in Other Financial Assets	(37.20)	(37.36)
Decrease / (increase) in Other Current Assets	(192.96)	(22.13)
Decrease / (increase) in Current tax Assets	(2.59)	-
Increase/(Decrease) in Trade Payables	(281.13)	725.78
Increase/ (decrease) in Long Term Borrowings	-	-
Increase/(Decrease) in Other Financial Liabilities	(86.07)	(27.28)
Increase/ (decrease) in Provisions	3.16	-
Increase/ (decrease) in other Non current liabilities	(143.17)	-
Increase / (decrease) in other current liabilities	(216.38)	(34.62)
Cash generated from operations	(1,084.53)	158.59
Less: Tax Paid		-
Cash flow before extraordinary items	(1,084.53)	158.59
Extraordinary items		-
NET CASH FLOW FROM OPERATING ACTIVITIES	(1,084.53)	158.59
CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(25.41)	(51.25)
Sale of Fixed Assets	1.48	-
Interest income	5.87	-
Dividend income	1.59	-
Profit on sale of Fixed Asset	-	1.30
Net Cash Flow From Investing Activities	(16.46)	(49.95)
CASH FLOW FROM FINANCING ACTIVITIES:		
Repayment of long term Loans	(82.44)	8.81
Repayment of Short Term Loan	(5.42)	(17.91)
Repayment of Lease liabilities	(18.67)	-
Proceeds from issue of share warrants	679.88	-
Further Issue of Equity Share Capital incl. Premium	790.33	-
Finance Costs	(39.54)	(114.14)
Net Cash Flow From Financing Activities	1,324.14	(123.25)
Net Cash Flow During the Year	223.15	(14.61)
Cash & Cash Equivalent At the Beginning Of the Year	6.01	20.62
Cash & Cash Equivalent At the End Of the Year	229.16	6.01

As per our report of even date annexed
For P MURALI & Co
Chartered Accountants
Firm Registration No : 007257S

Sd/-
A Krishna Rao
Partner
Membership No : 020085
UDIN: 25020085BMILGL4194

Place : Hyderabad
Date : 23-05-2025

FOR AND ON BEHALF OF THE BOARD OF
DIRECTORS OF TELOGICA LIMITED

Sd/-
Mandava Srinivas Rao
Managing Director
DIN:03456187

Sd/-
D. Venkateswara Rao
Whole Time Director & CFO
DIN:03616715

Sd/-
Khush Mohammad
Company Secretary
M.No.A24743

Statement of changes in equity for the year ended 31st March 2025

A) Equity share capital

1) Current Reporting Period

	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current reporting period	Balance at the end of the current reporting period
Balance at the beginning of the current reporting period	1,194.70	-	1,194.70
Share Capital due to prior period errors	-	493.95	1,688.65

2) Previous Reporting Period

	Restated balance at the beginning of the Previous reporting period	Changes in equity share capital during the Previous year reporting period	Balance at the end of the Previous reporting period
Balance at the beginning of the Previous reporting period	1,194.70	-	1,194.70

B) Other equity

1) Current Reporting Period

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus			Items of other comprehensive income				Money received against share warrants	Total
			Capital Reserve	Securities Premium	Other Reserves - General Reserve	Retained Earnings	Revaluation of surplus	Remeasurements of defined benefits plan	Revaluation of surplus		
Balance at the beginning of reporting period	-	-	-	1,186.09	146.64	(2,841.79)	-	-	-	-	(1,509.07)
Changes in reserves	-	-	-	296.37	-	-	-	-	-	-	296.37
Total comprehensive income for the year	-	-	-	-	-	-	-	-	-	4.55	4.55
Dividends	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	170.03	-	-	-	170.03
Any other change (to be specified)	-	-	-	-	-	-	(3.35)	-	-	679.88	676.53
Balance at the end of the year	-	-	-	1,482.46	146.64	(2,675.12)	-	-	4.55	679.88	(361.59)

(Rs in Lakhs.)

2) Previous Reporting Period

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus			Items of other comprehensive income				Money received against share warrants	Total
			Capital Reserve	Securities Premium	Other Reserves - General Reserve	Retained Earnings	Revaluation of surplus	Other items of other comprehensive income (specify nature)	Revaluation of surplus		
Balance at the beginning of reporting period	-	-	-	1,186.09	146.64	(2,947.17)	-	-	-	-	(1,614.44)
Changes in reserves	-	-	-	-	-	-	-	-	-	-	0.00
Total comprehensive income for the year	-	-	-	-	-	-	-	-	21.71	-	21.71
Dividends	-	-	-	-	-	-	-	-	-	-	0.00
Transfer to retained earnings	-	-	-	-	-	-	83.66	-	-	-	83.66
Any other change (to be specified)	-	-	-	-	-	-	-	-	-	-	0.00
Balance at the end of the year	-	-	-	1,186.09	146.64	(2,863.51)	-	-	21.71	-	0.00

Summary of Significant Accounting Policies

Notes forming part of the financial statements**1. Corporate Information**

Telogica Limited (Formerly Known as Aishwarya Technologies and Telecom Limited) is a public company incorporated on 02nd June, 1995 and the company is listed on Bombay Stock Exchange. The Company is primarily engaged in manufacturer and distributor of Test and measuring instruments in Telecom field. It designs, develops, manufactures and markets over 25 Telecom testers like OTDR, Splicing Machines, Optical Power Meter, Laser sources, Variable attenuators etc. The company is incorporated and domiciled in India and has its registered office at Empire Square, Plot no. 233-A, 234 & 235, TF7, 3rd Floor, Road no. 36, Jubilee Hills, Hyderabad, Telangana 500033. These financial statements are authorized for issue in accordance with a resolution of the directors on May 23, 2025.

2. Significant Accounting Policies

The Financial Statements are presented in Indian Rupees (Rounded Off to Lakhs). The financial statements have been prepared on the following basis:

a. Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and other provisions of the Companies Act, 2013 as amended from time to time.

b. Basis of preparation

These financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. 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.

c. Use of Estimates

The preparation of financial statements in conformity with Ind AS recognition and measurement principles and, in particular, making the critical accounting judgments require the use of estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Management reviews its estimates on an ongoing basis using currently available information. Changes in facts and circumstances or obtaining new information or more experience may result in revised estimates, and actual results could differ from those estimates.

d. Classification of Assets and Liabilities as Current or Non-Current

The Company presents current and non-current assets, and current and non-current liabilities, as separate classifications in its statement of financial position on the basis of realization of assets.

An asset is classified as current when it is:

- expected to be realized or intended to be sold or consumed in the normal operating cycle
- held primarily for the purpose of trading
- expected to be realized within twelve months after the reporting period, or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

A liability is classified as current when:

- it is expected to be settled in the normal operating cycle
- it is held primarily for the purpose of trading
- it is due to be settled within twelve months after the reporting period, or

- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets and liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

e. Revenue Recognition

Revenue from sale of goods is recognized when control of the products is being sold is transferred to our customer and when there are no longer any fulfilled obligations. The Performance Obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

Revenue is measured on the basis of contracted price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the Government such as goods and services tax, etc. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Our customers have the contractual right to return goods only when authorized by the Company. An estimate is made of the goods that will be returned and a liability is recognized for this amount using a best estimate based on accumulated experience.

f. Interest

Interest income is accrued on a time proportion basis using the effective interest rate method. Interest income is included in other income in the statement of profit and loss.

g. Dividend

Dividend income is recognized when the Company's right to receive the amount is established.

h. Property, plant and equipment

Property, plant and equipment is recorded at cost less accumulated depreciation and impairment. Cost includes all related costs directly attributable to the acquisition or construction of the asset. Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately using written down value method.

Depreciation is provided for property, plant and equipment on written down value basis so as to expense the written down value over their estimated useful lives based on a technical evaluation. The estimated useful lives and residual values are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis. Depreciation methods applied to property, plant and equipment are reviewed at each reporting date and changed if there has been a significant change in the expected pattern of consumption of the future economic benefits embodied in the asset. The useful lives have been determined based on the estimated useful life of assets and in the manner laid down under Schedule II of the Companies Act, 2013. The residual values are not more than 5% of the original cost of the asset.

The estimated useful lives are as mentioned below:

Description of the Asset	Useful Life in Years
Building	30years
Optical Testing	15 years
R&D Equipment	18 years
Computers	3 years
Furniture and Fixtures	15 years
Office Equipment	5 years
Vehicles	8 to 10 years

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

i. Intangible Assets

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

The useful lives of intangible assets are assessed as finite. Intangible assets are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense is recognized in the statement of profit or loss.

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

j. Impairment of Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit (CGU)'s fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or company of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators. An impairment loss is recognized immediately in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years a reversal of an impairment loss is recognized immediately in Statement of Profit and Loss.

k. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, fair value through OCI or at amortized cost as appropriate. The Company determines the classification of its financial assets at initial recognition. All financial assets are recognised initially at fair value plus, in the case of assets not at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

The Company has the following financial assets in its statement of financial position

- Trade receivables
- Cash and Cash Equivalents

- Other Financial Assets

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as described below:

Financial assets at FVTPL or FVTOCI

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held-for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value through profit and loss are carried in the statement of financial position at fair value with net changes in fair value presented as finance income (positive net changes in fair value) or finance costs (negative net changes in fair value) in the statement of profit or loss. If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment.

Financial assets at amortised cost

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the statement of profit or loss in finance costs for loans and in cost of sales or other operating expenses for receivables. This category generally applies to trade and other receivables.

De-recognition

A financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset. Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Impairment of financial assets

The Company assesses, at each reporting date, whether a financial asset or a group of financial assets is impaired. Ind AS-109 on Financial Instruments, requires expected credit losses to be measured through a loss allowance. For trade receivables only, the Company recognises expected lifetime losses using the simplified approach permitted by Ind AS-109, from initial recognition of the receivables. For other financial assets (not being equity instruments or debt instruments measured subsequently at FVTPL) the expected credit losses are measured at the 12 month expected credit losses or an amount equal to the lifetime expected credit losses if there has been a significant increase in credit risk since initial recognition.

(ii) Financial Liabilities

The Company has the following financial liabilities in its statement of financial position-

- Borrowings
- Trade payables
- Other Financial Liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held-for-trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held-for-trading if they are acquired for the purpose of selling in the near term. Gains or losses on liabilities held-for-trading are recognised in the statement of profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS-109 are satisfied.

Financial liabilities at amortised cost

After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognized as well as through the effective interest rate method (EIR) amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

Fair Value of Financial Instruments

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. The fair values of the financial instruments are not materially different at the reporting date.

I. Cash and Cash Equivalents

Cash and Cash Equivalents in the statement of financial position comprise cash on hand and balance with banks, which are subject to an insignificant risk of changes in value.

m. Borrowing Cost

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period in which they occur.

n. Provisions

General Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

o. Statement of Cash Flows

Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of noncash nature and any deferrals or accruals of past or future cash receipts or payments. Cash Flow for the year is classified by operating, investing and financing activities.

p. Leases

At the commencement date of lease, a lessee will recognize a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right of use of asset). Lessee will be required to separately recognize the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, and the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability comprise the fixed payments, including in substance fixed payments; the lease liability is measured at amortised cost using the effective interest method

Lessee will be also required to measure the lease liability upon the occurrence of certain events (eg. change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognize the amount of measurement of lease liability as an adjustment to the right-of-use asset.

q. Employee benefits

Employee benefits are all forms of consideration given by the Company in exchange for service rendered by employees. Employee benefits include-

Short Term Employee Benefits

When an employee has rendered service to the Company during an accounting period, the Company recognises the undiscounted amount of short-term employee benefits expected to be paid in exchange for that service as a liability (accrued expense), after deducting any amount already paid and as an expense. Accumulated leave, which is expected to be utilized within the next twelve 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.

Defined Contribution Plan

Defined contribution plans are post-employment benefit plans under which an entity pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods. When an employee has rendered service during the year, the Company recognises the contribution payable to a defined contribution plan in exchange for that service as a liability (accrued expense) and as an expense.

Defined Benefit Plan

Defined benefit plans are those plans that provide guaranteed benefits to certain categories of employees, either by way of contractual obligations or through a collective agreement. The Company operates unfunded defined benefit plan. The cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at each fiscal year end. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise.

Current service cost, which is the increase of the present value of the defined benefit obligation resulting from the employee service in the current period, is recorded as an expense as part of cost of sales and selling, general and administrative expenses in the statement of profit and loss. The interest cost, which is the change during the period in the defined benefit liability that arises from the passage of time, is recognized as part of financing costs in the statement of profit and loss.

r. Income Tax

Tax expense comprises of current tax and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred Tax arises due to temporary differences between the carrying amount of an asset or liability in the statement of financial position and its tax base. Temporary differences may be either taxable temporary differences, which are temporary differences that will result in taxable amounts in determining taxable profit (tax loss) of future periods when the carrying amount of the asset or liability is recovered or settled or deductible temporary differences, which are temporary differences that will result in amounts that are deductible in determining taxable profit (tax loss) of future periods when the carrying amount of the asset or liability is recovered or settled. A deferred tax asset is recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. A deferred tax liability is recognised for all taxable temporary differences.

s. Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials and stores: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

Stock in trade including Finished goods: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on first in, first out basis.

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

t. Contingent Liabilities

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

u. Foreign Currency Translation:

The functional currency of the Company is Indian rupee

Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent Recognition

As at the reporting date, non-monetary items which are carried at historical cost and denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value denominated in a foreign currency are retranslated at the rates prevailing at the date when the fair value was determined. Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognised in the Statement of Profit and Loss

v. Exceptional items:

The company discloses certain financial information both including and excluding exceptional Items. The presentation of information excluding exceptional items allows a better Understanding of the underlying trading performance of the company and provides consistency with the company's internal management reporting. Exceptional items are identified by virtue of either their size or nature so as to facilitate Comparison with prior periods and to assess underlying trends in the financial performance of the company. Exceptional items can include, but are not restricted to, gains and losses on the disposal of assets/ investments, impairment charges, exchange gain/ loss on long term borrowings/ assets and changes in fair value of derivative contracts.

w. Earnings per share

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

3. Property, Plant and Equipment	Description of Assets	Tangible Assets							Intangible Assets			
		Freehold Land	Buildings	Computers	Optical Test Equipment	R&D Equipment	Furniture and Fixtures	Office Equipment	Vehicles	Total	Computer Software	ROU Asset
	I. Cost or deemed cost											
	Balance as at April 1, 2024	-	-	58.02	569.15	524.56	17.40	35.86	29.51	1,234.50	59.22	67.52
	Additions			5.80	14.71	0.72	1.71	1.81		24.76	0.65	0
	Disposals				1.48					1.48		
	Balance as at March 31st, 2025	-	-	63.82	582.39	525.29	19.11	37.66	29.51	1,257.78	59.87	67.52
	II. Accumulated depreciation											
	Balance as at April 1, 2024.	-	-	52.13	545.99	498.34	13.54	31.17	1.70	1,142.85	58.99	0
	Depreciation expense for the 12 months			2.90	0.59	0.05	0.50	0.90	3.50	8.44	0.03	15.58
	Eliminated on disposal of assets											
	Balance as at March 31st, 2025	-	-	55.03	546.58	498.38	14.04	32.07	5.20	1,151.30	59.02	15.58
	III. Carrying Amount											
	Balance as at March 31st, 2025			8.79	35.81	26.91	5.08	5.60	24.31	106.48	0.85	51.94
	Balance as at March 31, 2024	-	-	5.89	23.16	26.23	3.86	4.69	27.81	91.65	0.23	

Notes forming part of the financial statements

4. Deferred Tax Assets/(Liability)

(Rs in Lakhs.)

Particulars	As at 31.03.2025	As at 31.03.2024
Opening Deferred tax Assets	1,204.07	1,207.70
Add: Deferred Tax Asset/(Liability) for the year	67.81	(3.63)
Total	1,271.87	1,204.07

5. Inventories

Particulars	As at 31.03.2025	As at 31.03.2024
Current		
Inventories (lower of cost and net realisable value)		
Raw materials	41.30	40.73
Stock in trade (including Finished goods)	798.93	505.60
Total	840.23	546.33

6. Trade receivables

Particulars	As at 31.03.2025	As at 31.03.2024
Trade receivables - Current		
Unsecured, considered good	979.10	975.53
Less: Allowance for doubtful debts (expected credit loss allowance)	-	-
Total	979.10	975.53

Trade receivables ageing schedule

As at March 31, 2025

	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	509.94	14.30	203.91	8.47	242.48	979.10
(ii) Undisputed trade receivables - considered doubtful						
(iii) Disputed trade receivables - considered good						
(iv) Disputed trade receivables considered doubtful						
Total	509.94	14.30	203.91	8.47	242.48	979.10

Trade receivables ageing schedule

As at March 31, 2024

	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables - considered good	624.19	95.05	8.48	19.37	228.44	975.53
(ii) Undisputed trade receivables - considered doubtful						
(iii) Disputed trade receivables - considered good						
(iv) Disputed trade receivables - considered doubtful						
Total	624.19	95.05	8.48	19.37	228.44	975.53

Note - 7: Cash and Cash Equivalents

Particulars	As at 31.03.2025	As at 31.03.2024
Balances with Banks in current accounts	223.91	4.62
Cash on hand	5.25	1.39
Total Cash and cash equivalents	229.16	6.01

8. Other financial assets

Particulars	As at 31.03.2025	As at 31.03.2024
Current		
FDs and Interest accrued on deposits	98.21	4.94
Security deposits	52.82	108.89
Total current other financial assets	151.03	113.83

9. Current Tax Assets

Particulars	As at 31.03.2025	As at 31.03.2024
Current		
Income Tax Refund Receivable, TDS and TCS	25.85	23.26
Total current tax assets	25.85	23.26

10. Other current assets

Particulars	As at 31.03.2025	As at 31.03.2024
Current:		
Prepaid expenses	31.40	24.75
Advances to suppliers	210.43	4.34
Other advances		
- Unsecured, considered good	35.67	46.14
Other receivables*		9.31
Total current assets	277.50	84.53

11. Equity share capital

(Rs in Lakhs.)

Particulars	As at 31.03.2025	As at 31.03.2024
Authorised share capital:		
8,00,00,000 fully paid up equity shares of Rs. 5/- each	4,000.00	
3,10,00,000 fully paid up equity shares of Rs. 5/- each		1,550.00
Issued and subscribed capital:		
3,37,73,032 Equity Shares of Rs.5/- each fully paid up	1,688.65	
2,38,93,942 Equity Shares of Rs.5/- each fully paid up		1,194.70
Total	1,688.65	1,194.70

(A) Reconciliation of the number of shares outstanding:

Particulars	Number of shares	Amount
Balance at April 1, 2023	2,38,93,942	11,94,69,710
Issue of Shares		
Balance at March 31, 2024	2,38,93,942	11,94,69,710.00
Issue of shares	98,79,090	4,93,95,450.00
Balance at March 31, 2025	3,37,73,032	16,88,65,160

(B) Details of shares held by each shareholder holding more than 5% shares

	As at 31.03.2025		As at 31.03.2024	
	Number of shares held	% holding of equity shares	Number of shares held	% holding of equity shares
Fully paid equity shares				
Srinivasa Rao Mandava	81,90,688	24.25	65,11,598	27.25
Nandanampati Hanuman	50,00,000	14.80	-	0.00
Venkateswara Rao Devineni	21,77,345	6.45	-	0.00

(C). Rights, preferences and restrictions attached to equity shares:

The company has one class of equity shares having a par value of Rs.5/- 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) Shareholding of promoter

The details of the shares held by promoters as at March 31, 2025 are as follows:

Promoter name	No. of shares at the end of the year	% of total shares	% of change during the year
Equity shares of ₹ 5 each fully paid			
Srinivasa Rao Mandava	81,90,688	24.25	25.79%
Shailaja Gangavaram	2,16,685	0.64	44.30%
Katpally Prashanthi Reddy	54,668	0.16	-
Veerababa Reddy Pendru	45,117	0.13	-
Venkatramireddy Gorla	39,636	0.12	-
Nayanasukh Reddy Baddam	17,369	0.05	-
Rahul Katpally	12,457	0.04	-
K. V. Ramana Reddy	6,738	0.02	-
Pedugu Ganga Reddy	6,000	0.02	-
Venkata Sundara Ramagopla Achanta	6,000	0.02	-
Binu Bhansali	4,800	0.01	-
Pavani Yemula	100	0.00	-
Chilakalapati Peda Bapulu	0	0.00	-
Rama Krishna Reddy Gangavaram	0	0.00	-
Rama Manohar Reddy Gangavaram	0	0.00	-
Amulya Reddy Gangavaram	0	0.00	-
Aishwarya Reddy Gangavaram	0	0.00	-
Yemula Deepa	0	0.00	-
Total	86,00,258	25.46	

The details of the shares held by promoters as at March 31, 2024 are as follows:

Promoter name	No. of shares at the end of the year	% of total shares	% of change during the year
Equity shares of ₹ 5 each fully paid			
Srinivasa Rao Mandava	65,11,598	27.25	100%
Chilakapati Peda Bapulu	2,24,329	0.94	-
Shailaja Gangavaram	1,50,167	0.63	-
Katpally Prashanthi Reddy	54,668	0.23	-
Veerra Baba Reddy Pendru	45,117	0.19	-
Venkatrami Reddi Gorla	39,636	0.17	-
Nayansukh Reddy Baddam	17,369	0.07	-
Rahul Katpally	12,457	0.05	-
K V Ramana Reddy	6,738	0.03	-
Pidugu Ganga Reddy	6,000	0.03	-
Venkata Sundara Ramagopal Achanta	6,000	0.03	-
Binu Bhansali	4,800	0.02	-
Yemula Pavani	1,000	0.00	-
Gangavaram Rama Manohar Reddy	0	0.00	-
Amulya Reddy Gangavaram	0	0.00	-
Total	7079879	29.61	

12. Other equity

Particulars	As at 31.03.2025	As at 31.03.2024
General Reserve	146.64	146.64
Securities Premium	1,482.46	1,186.09
Retained Earnings	(2,670.57)	(2,841.79)
Money received against share warrants	679.88	
Balance at end of year	(361.59)	(1,509.07)

12.1 General Reserve

Balance at beginning of year	146.64	146.64
Balance at end of year	146.64	146.64

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

12.2 Securities premium

Balance at beginning of year	1,186.09	1,186.09
During the year	296.37	-
Balance at end of year	1,482.46	1,186.09

12.3 Retained earnings

Balance at beginning of year	(2,841.79)	(2,947.17)
Net Profit for the year	174.57	105.37
Ind As Adjustment	(3.35)	
Balance at end of year	(2,670.57)	(2,841.79)

12.4 Share warrants

Balance at beginning of year	-	-
Total Amount Received During the Year	1,470.21	-
Transferred during the year	(790.33)	-
Balance at end of year	679.88	-

13. Borrowings

Particulars	As at 31.03.2025	As at 31.03.2024
Non - Current		
Vehicle Loans	8.81	13.76
Less: Current maturities of long term borrowings	(5.42)	(4.95)
Total	3.39	8.81

14. Provisions

Particulars	As at 31.03.2025	As at 31.03.2024
Non - Current		
- Leave encashment	1.66	1.08
- Gratuity	19.53	27.73
	21.19	28.81
Current		
- Leave encashment	0.31	0.36
- Gratuity	17.25	8.42
Audit fee payable	2.00	-
	19.56	8.78

15. Other non Current liabilities

Particulars	As at 31.03.2025	As at 31.03.2024
Current		
Advance from customers	179.05	322.22
Lease Liability	58.59	-
Total	237.64	322.22

The movement in lease liabilities during the year ended March 31, 2025 and March 31, 2024 is as follows :

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning	70.80	-
Additions	-	-
Finance cost accrued during the period	6.39	-
Deletions	-	-
Payment of lease liabilities	(18.60)	-
Balance at the end	58.59	-

16. Current borrowings

Particulars	As at 31.03.2025	As at 31.03.2024
Secured		
Current maturities of long term borrowings	5.42	4.95
Unsecured		
Loans from Related Parties	159.22	242.12
Total	164.64	247.08

17. Trade Payables

Particulars	As at 31.03.2025	As at 31.03.2024
Trade Payables - Current		
Dues to micro enterprises and small enterprises (Refer Note 30)	-	-
Dues to creditors other than micro enterprises and small enterprises	476.05	734.38
Total	476.05	734.38

Particulars	As at 31.03.2025	As at 31.03.2024
Trade Payables - Non Current		
Dues to micro enterprises and small enterprises (Refer Note 32)	-	-
Dues to creditors other than micro enterprises and small enterprises	1,299.82	1,322.62
Total	1,299.82	1,322.62

Trade payables aging schedule:

As at March 31, 2025:

Particulars	Total				Total
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Year	
(i) MSME					
(ii) Others	476.05	570.69	120.75	608.38	1,775.87
(iii) Disputed dues - MSME					
(iv) Disputed dues - Others					
Total	476.05	570.69	120.75	608.38	1,775.87

Trade payables aging schedule:

As at March 31, 2024:

Particulars	Total				Total
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Year	
(i) MSME					
(ii) Others	1,327.86	120.75	593.90	14.49	2,057.00
(iii) Disputed dues - MSME					
(iv) Disputed dues - Others					
Total	1,327.86	120.75	593.90	14.49	2,057.00

18. Other financial liabilities

Particulars	As at 31.03.2025	As at 31.03.2024
Current		
Liability on Chit funds	43.42	129.49
Total	43.42	129.49

19. Other Current liabilities

Particulars	As at 31.03.2025	As at 31.03.2024
Current		
Creditors for Expenses	341.24	557.62
Total	341.24	557.62

20. Revenue from operations

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of Services	7.33	0.76
Sale of Products		
Manufacturing	104.01	560.07
Trading	1,816.92	1,225.09
Total	1,928.27	1,785.92

21. Other income (net)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income on financial assets carried at amortised cost		
Bank deposits	5.38	4.52
Interest Income on Jubilee Hills Rental Advance	0.50	-
Dividend from Chit Investment	11.15	18.39
Profit on sale of Asset	-	1.30
Other Misc. Income	4.05	3.58
Total	21.07	27.79

22. Cost of materials consumed

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening stock	40.73	37.18
Add: Purchases	8.45	142.07
Less: Closing stock	41.30	40.73
Material Consumed*	7.88	138.51

* The amount mentioned as materials consumed is based on Derived values

23. Changes in inventories of finished goods and work-in-progress

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening Stock:		
Finished Goods	505.60	355.57
Closing Stock:		
Finished Goods	798.93	505.60
Net (increase) / decrease	(293.33)	(150.02)

24. Employee Benefits Expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries and Wages, including Bonus	350.09	171.71
Leave Encashment	0.77	0.76
Gratuity	4.94	5.94
Staff Welfare Expenses	6.47	8.41
Total	362.27	186.82

25. Finance costs

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expense		
Bill Discounting charges	-	29.52
Finance Cost on Chit Liability	32.12	81.46
- Loss on Chits	-	2.25
Interest Exp on Lease Liability	6.39	-
Interest Others	1.03	0.91
Total	39.54	114.14

26. Other expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Rates & Taxes	0.21	93.38
Rent	9.78	36.64
Interest and Late fees on GST	6.31	-
Postage & Telegrams	9.01	28.83
Tour & Travelling Expenses	36.05	16.68
Office Electricity & Maintenance	18.68	16.23
Professional & Consultancy Charges Including Legal Charges	43.73	14.74
Advances written off	-	12.85
Advertisement and Exhibition Expenses	10.48	11.94
Regn. Licence & Filing Fees	4.30	9.60
Fuel expenses	9.34	8.65
Business Promotion Expenses	7.89	8.52
Testing & Calibration Expenses	6.23	8.18
Repairs & Maintenance	7.55	7.41
Printing & Stationery	4.31	5.57
Conveyance	6.62	4.98
Loss In transit	-	4.53
Gem Transaction charges	5.41	3.66
Fee and Charges	29.55	-
Insurance	10.30	2.71
Directors Sitting Fee	2.75	2.00
Bank Charges	1.57	1.91
Transportation charges	3.35	1.36
Telephone Expenses	1.17	1.16
Others	3.76	1.11
RXIL Factoring Charges	-	1.11
Software maintenance expense	3.67	1.03
Pooja Expense	0.20	0.89
Labour Charges	1.70	0.29
Commission on sales	48.62	0.06
Freight and Handling Charges	14.55	-
Installation and Commissioning Charges	0.28	-
Interest On TDS	0.13	-
Tender Expenses	0.33	-
Foreign Exchange Fluctuation Loss (Net)	13.94	(6.17)
Interest and Penalty on PF	20.51	-
Forex Transaction Charges	1.32	-
Franking and Notary Charges	0.06	-
Internet Charges	1.31	-
Late Delivery charges on goods	31.06	14.05
Penalty and Interest on Imports	0.22	0.07
Vehicle Maintenance and Insurance	4.30	-
Penalties	-	11.39
Internal Audit Fee	1.00	1.00
Statutory Audit Fee	2.00	2.00
Total	383.51	328.34

NOTE NO.28: Capital and Financial risk management objectives and policies**A. Capital management and Gearing Ratio**

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

B. Financial Risk Management Framework

The Company's principal financial liabilities, comprise borrowings, trade payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management oversees that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. "

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, investments, cash and cash equivalents, bank deposits and other financial assets.

(i) Year ended 31 March, 2025:**(a) Expected credit loss for financial assets where general model is applied**

Particulars	Asset group	Estimated gross carrying amount At default	Expected credit loss (Impairment)	(Amount Rs.in lakhs)
				Carrying amount net of provision
Financial assets for which credit risk has not increased significantly since initial recognition				
Loss allowance measured at 12 month expected credit losses	Financialassets	1,359.29/-	-	1,359.29/-
Loss allowance measured at Life time expected credit losses				

(b) Expected credit loss for financial assets where simplified approach is followed

Particulars	Asset group	Estimated gross Carrying amount At default	Expected credit Loss (Impairment)	Carrying amount Net of provision
Loss allowance measured at Life time expected credit losses	Trade Receivable	979.10/-	-	979.10/-

(ii) Year ended 31 March, 2024:**(a) Expected credit loss for financial assets where general model is applied**

Particulars	Asset group	Estimated gross carrying amount At default	Expected credit loss (Impairment)	Carrying amount net of provision
Financial assets for which credit risk has not increased significantly since initial recognition				
Loss allowance measured at 12 month expected credit losses	Financialassets Loans	1,095.36/-	-	1,095.36/-
Loss allowance measured at Life time expected credit losses		-	-	-

(b) Expected credit loss for financial assets where simplified approach is followed

(Amt Rs.inLakhs)

Particulars	Asset group	Estimated gross Carrying amount At default	Expected credit Loss (Impairment)	Carrying amount
				Net of provision
Loss allowance measured at Life time expected credit losses	Trade Receivables	975.53/-	-	975.53/-

Significant estimates and judgements

Impairment of financial assets The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period."

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 per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

(Amt Rs. in Lakhs)

Particulars	On Demand	in next 12 months	>1 year	Total
Year ended March 31, 2025				
Borrowings		164.64	-	164.64
Trade and other payables		476.05	-	476.05
Other financial liabilities		43.42	-	43.42
	-	684.11	-	684.11

Year ended March 31, 2024

Borrowings	247.08	-	247.08
Trade and other payables	734.38	-	734.38
Other financial liabilities	129.49	-	129.49
	-	1,110.95	-
			1,110.95

NOTE NO.29 Financial Instruments

- (i) Set out below, is a comparison by class of the carrying amounts and fair value of the company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

(Amt Rs. in Lakhs)

Particulars	Fair value hierarchy	Carrying Values		Fair value	
		As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Assets:					
Current					
i) Trade receivables	Level 3	979.10/-	975.53/-	979.10/-	975.53/-
ii) Cash and cash equivalents	Level 3	229.16/-	6.01/-	229.16/-	6.01/-
iii) Other balances with banks	Level 3	-	-	-	-
iv) Other financial assets	Level 3	151.18/-	113.83/-	151.18/-	113.83/-
Liabilities:					
Non-Current					
Borrowings	Level 3	3.39/-	8.81/-	3.39/-	8.81/-

Current

i) Borrowings	Level 3	164.64/-	247.08/-	164.64/-	247.08/-
ii) Trade payables	Level 3	476.05/-	734.38/-	476.05/-	734.38/-
iii) Other current financial liabilities	Level 3	43.42/-	129.49/-	43.42/-	129.49/-

Fair value hierarchy

Level 1 - hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments. The fair value of all equity instruments which are traded in stock exchanges is valued using the closing price as at the reporting period.

Level 2 – The fair value of financial instruments not actively traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If the significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

- i) The Carrying values of Current financial liabilities and current financial assets are taken as their fair value because of their short-term nature.
- ii) The Carrying values of non-Current financial liabilities and non-current financial assets are taken as their fair value based on their discounted cash flows.
- iii) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the company could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.
- iv) There have been no transfers between level 1, level 2 and level 3 for the years ended March 31, 2025 and March 31, 2024.

Significant estimate:

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The company uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

NOTE NO.30

- The changes in the carrying value of ROU assets over the period of last three years since transition.

Class of Lease Assets: Building

Particulars	March 31st, 2025	March 31st, 2024	March 31st, 2023
Opening	67.52	-	-
Additions	-	-	-
Amortization	(15.58)	-	-
Deletion	-	-	-
Closing	51.94	-	-

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the Statement of Profit and Loss.

- The movement of leased liabilities over the period of last three years since transition.

Particulars	March 31 st , 2025	March 31 st , 2024	March 31st, 2023
Building			-
Balance at the beginning of the period	70.80	-	-
Additions	-	-	-
Payment of lease liabilities	(18.60)	-	-
Finance cost accrued during the period	6.39	-	-
Deletion	-	-	-
Balance at the end of the period	58.59	-	-

The Company does not face a significant liquidity risk regarding its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Rental expense recorded for short-term leases was Rs. 18.60/- Lakhs for the year ended March 31, 2025, and nil for the period ended March 31, 2024.

NOTE NO.31**Tax Expense**

(In Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Income tax related items recognized directly in the statement of Profit & Loss		
Current tax		
Current year	Nil	Nil
Earlier year	0	0
MAT Credit Entitlement		
Deferred tax benefit	(67.81)	3.63
Total		
Effective tax rate	25%	25%

NOTE NO.32

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

There are no micro, small and medium enterprises, to whom the Company owes dues, which are outstanding for more than 45 days during the year and also as at March 31, 2025. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the company.

NOTE NO.33: Earnings per Share:

Basic EPS is calculated by dividing the profit for the year attributable to equity holders of the company by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent (after adjusting for interest on the convertible preference shares) by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations

(Amt Rs. in Lakhs)

Particulars	For the year ended	
	31-Mar-25	31-Mar-24
Profit after tax	170.03	83.66
Basic & Diluted:		
Number of shares outstanding at the year end	337.73	238.94
Weighted average number of equity shares	260.93	238.93
Earnings per share after exceptional Items	0.65	0.35
Earnings per share before exceptional Items	0.37	0.35

NOTE NO. 34

Post-Employment Benefit Plans

The Company has an unfunded defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn) for every completed year of service.

The following tables summarize the components of net benefit expenses recognized in the statement of profit and loss and the amounts recognized in the balance sheet for the respective plans.

a) Reconciliation of Defined Benefit Obligation:

(Amt Rs. in Lakhs)

Particulars	31-Mar-25	31-Mar-24
Liability at the beginning of the period / year	32.39	51.02
Current Services Cost	2.83	2.56
Interest Cost	2.11	3.38
Benefits Cost	(5.16)	(10.63)
Actuarial (gain)/Loss	(4.37)	(13.93)
Liability at the end of the period / year	27.86	32.39

b) Amount recognized in the Balance Sheet

(Amt Rs. in Lakhs)

Particulars	31-Mar-25	31-Mar-24
Liability at the end of the Period / Year	27.86	32.39
Amount in the Balance Sheet	27.86	32.39

c) Expenses recognized in the Statement of Profit and Loss under employee benefits expense

Particular	31-Mar-25	31-Mar-24
Current Service Cost	2.83	2.56
Interest Cost	2.11	3.38
Expense recognized in Statement of Profit and Loss	4.94	5.94

d) Re-measurement costs for the period recognized in Other Comprehensive Income

Particulars	31-Mar-25	31-Mar-24
Experience (gain)/Loss on plan liabilities	(4.31)	(13.93)
Demographic (gain)/Loss on plan liabilities	-	-

e) Principal assumptions used in determining gratuity:

Particulars	2024-25	2023-24
Salary Growth Rate (per annum)	5%	5%
Discount Rate	6.67%	7.08%

f) Sensitivity Analysis

(Amt Rs. in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
a) Impact of the change in discount rate Present value of obligation at the end of the period Impact due to increase of 1 % Impact due to decrease of 1 %	2,610.20 2,985.38	3,026.52 3,480.76
b) Impact of the change in Salary growth rate Present value of obligation at the end of the period Impact due to increase of 1 % Impact due to decrease of 1 %	3,074.04 2,535.78	3,598.85 2,928.05
c) Impact of the change in Attrition rate Present value of obligation at the end of the period Impact due to increase of 50 % Impact due to decrease of 50 %	2,774.00 2,810.85	3,251.55 3,245.12
d) Impact of the change in Mortality rate Present value of obligation at the end of the period Impact due to increase of 10 % Impact due to decrease of 10 %	2,782.20 2,788.06	3,239.05 3,239.51

NOTE NO. 35

Contingent Liabilities provided for

(Amt Rs. in Lakhs)

Particulars	Current Year	Previous Year
Income tax	91.06	91.06

Contingent Liabilities not provided for

Particulars	Current Year	Previous Year
Bank Guarantee	43.38	44.30

NOTE NO. 36

Deferred Tax:

In compliance with the Accounting Standard "IND AS-12 Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the company has recognized Rs. 67,80,599/- towards deferred tax asset in P&L in the year 2024-25. The major components of deferred tax asset / liability are on account of timing differences in depreciation.

NOTE NO.37

Some of the trade Receivables and Trade Payables are subject to the confirmation and reconciliation.

NOTE NO. 38

Segment Reporting:

Information about primary business segments:

The Company is mainly in the segment of manufacture and trading of telecommunication products. Information about secondary business segment:

The Company operates in one geographical segment i.e., India

NOTE NO. 39

Transactions with the related parties: List of Related Parties

a) Names of the related parties and nature of relationship (as per IndAS 24):

Nature of Relationship	Name of Related Party
Key Management Personnel (KMP):	Mr. K. Harikrishna Reddy
	Mr. M. Srinivasa Rao
	Mr. D. Venkateswara Rao
	Mr. G. Rama Manohar Reddy
	Mr. Khush Mohammad

Transactions with related parties:

(Amt Rs. in Lakhs)

Name of the related party	Nature of transaction	Relation	Opening balance as on 01.04.2024	Transactions during the year (2024-25)	Closing balance as on 31.03.2025
D. Venkateswara Rao	Loan Taken	Director	137.55	(70.05)	67.50
G. Rama Manohar Reddy	Loan Taken	Promoter	91.90	(2.35)	89.55
K. Hari Krishna Reddy	Loan Taken	Director	10.00	(10.00)	-
M. Srinivasa Rao	Loan Taken	Director	2.67	(0.50)	2.17

Remuneration to related parties:

(Amt Rs. in Lakhs)

Name of the related party	For the year ended on 31st March 202 5	For the year ended on 31st March 202 4
K. Harikrishna Reddy	-----	-----
G. Rama Manohar Reddy	-----	-----
D. Venkateswara Rao	14.13 /-	13.20/ -
M. Satish	18.56 /-	10.84/ -
Khush Mohammad	-----	2.52/ -

Amount due to related parties

(Amt Rs. in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Remuneration	-	58.42 /-
Loans Taken	159.22/-	242.12 /-
Salary	-	-

NOTE NO. 40:**Other Statutory Information**

- i. The Company has not revalued its Property, Plant and Equipment.
- ii. The Company has not granted any loan or advance in the nature of loan to promoters, directors, KMPs and other related parties that are repayable on demand or without specifying any terms or period of repayment.
- iii. There are no proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988).
- iv. The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time during the year.
- v. The Company is not declared as wilful defaulter by any bank or financial institution or other lenders.
- vi. The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.
- vii. There are no charges or satisfactions yet to be registered with ROC beyond the statutory period by the Company.

viii. Financial Ratios

Ratio	Numerator	Denominator	2024-25	2023-24	% of variance	Reason for change (if >25%)
Current ratio	Total current assets	Total current liabilities	2.40	0.53	351.94%	With increase in current assets whereas increase in current liabilities is not the same as of current assets.
Debt equity ratio	Total debt (non - Current +Current Liabilities)	Shareholder's Equity	0.13	-0.81	115.63%	With the reduction in total debt during the year and increase in shareholders' equity on account of profit and the conversion of warrants into equity during the year, the ratio has increased compared to previous year.
Debt service coverage ratio	Net Profit after tax +Depreciation +Interest	Interest +Principal Re Payments	27.79	81.67	-65.97%	Due to Repayment made during the year increased.
Return on equity ratio	Net Profit after tax - Preference dividend	Net worth	0.13	-0.27	147.45%	Due to profit made during the year.
Inventory turnover ratio	Turnover	Avg Inventory	2.78	3.8	-26.81%	Due to increase in inventory during the year.
Trade receivables turnover ratio	Turnover	Avg Accounts receivables	1.97	2.46	-19.80%	Due to increase in Trade Receivables during the year.
Trade payables turnover ratio	Purchases	Avg trade payables	2.19	0.75	191.51%	Due to increase in purchases made during the year.
Net capital turnover ratio	Net sales	Working capital	1.32	-1.14	216.02%	Due to increase in turnover during the year.
Net profit ratio	Earnings after tax	Sales	0.09	0.05	76.35%	Due to increase in profit during the year.
Return on Capital employed	Earnings After Tax	Capital Employed or Net Assets	0.06	-0.29	120.29%	Due to profit made during the year.

- ix. There are no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.
- x. The Company has not advanced or loaned or invested any funds (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- xi. The Company, other than as disclosed in the notes to accounts, has not received any funds from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- xii. The provisions of section 135 of the Companies Act, 2013 is not applicable to the Company.
- xiii. The Company did not trade or invest in Crypto Currency or virtual currency during the financial year.

NOTE NO. 41: Preferential allotment

The board of directors has passed a resolution on 22/04/2023 for issue and allotment of 5 Crore convertible warrants at a price of Rs. 8/- per warrant. The same was ratified by the members in EGM held on 15/05/2023.

The Board of directors of the company has allotted on preferential basis 4,25,00,000 Convertible Warrants ("Warrants") at a price of Rs. 8/- per warrant on 11/05/2024 with a right to the warrant holders to apply for and be allotted 1 Equity share of the face value of Rs. 5/- each and premium of Rs. 3/- for each warrant. The company converted 98,79,090 Warrants into Equity Shares by the end of 31.03.2025.

NOTE NO. 42: Previous year's figures and current year's figures have been regrouped, recasted, wherever necessary.

NOTE NO. 43: The figures have been rounded off to Lakhs and decimals thereof.

SIGNATURES TO NOTE "1" TO "43"

As per our report of even date annexed
For P MURALI & Co
Chartered Accountants
Firm Registration No : 007257S

Sd/-
A Krishna Rao
Partner
Membership No : 020085
UDIN: 25020085BMILGL4194

Place : Hyderabad
Date : 23-05-2025

FOR AND ON BEHALF OF THE BOARD OF
DIRECTORS OF TELOGICA LIMITED

Sd/-
Mandava Srinivas Rao
Managing Director
DIN:03456187

Sd/-
D. Venkateswara Rao
Whole Time Director & CFO
DIN:03616715

Sd/-
Khush Mohammad
Company Secretary
M.No.A24743

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 Personnel) Rules, 2014}

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

To
The Members of
M/s. Telogica Limited
Hyderabad

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Telogica 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, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. Telogica Limited** ("The Company") for the financial year ended on 31st March, 2025 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) and Overseas Direct Investment and External Commercial Borrowings;
2. Compliance status in respect of the provisions of the following Regulations and Guideline prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) is furnished hereunder for the financial year 2024-25: -
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Complied with yearly and event-based disclosures, wherever applicable.**
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **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 www.aishwaryatechtele.com.**

- iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- iv. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable.**
- v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable as the Company has not issued any debt 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.**
- vii. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable**
- viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**
- 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
 - Indian Stamp Act, 1899
 - Minimum Wages Act, 1948
 - Payment of Bonus Act, 1965
 - Payment of Wages Act, 1936
 - Factories Act, 1948
 - Shops and Establishments Act, 1948

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 Companies Act, 2013, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- a) During the year the Company has conducted 9 meetings of the Board of Directors, 4 meetings of the Audit committee, 3 Meeting of Stakeholder Relationship Committee, 4 meetings of Nomination and Remuneration Committee and 2 meeting of Independent Directors.
- b) 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 review;
 - 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.

We further report that:

- i. Mr. Venkateswara Rao Devineni is the Chief Financial Officer. Mr. Khush Mohammad is the Company Secretary and Compliance Officer of the Company.
- ii. The website of the company contains applicable policies as specified by SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and the provisions of Companies Act, 2013.
- iii. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was a change in the composition of the Board of Directors that took place during the period under review, and all actions were carried out in compliance with the provisions of the Act.
- iv. Adequate notice of board meeting is given to all the directors along with agenda at least seven days in advance or on shorter notice, 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.
- v. As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.
- vi. 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.

- vii. We further report that during the year under report, the Company has following event(s)/action(s) having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc
1. The Company in its Board meeting held on 11.05.2024 allotted 4,25,00,000 convertible warrants to promoters and Non promoters on a preferential basis.
 2. The Company in its Board meeting held on 18.12.2024 allotted equity shares on conversion of 77,00,000 (Seventy-Seven Lakhs) Convertible Warrants into 77,00,000 (Seventy-Seven Lakhs) Equity shares at an issue price of Rs. 8/- each (including a premium of Rs.3/- per share) to persons belonging to non-promoter category, on preferential basis.
 3. The Company in its Board meeting held on 31.03.2025 allotted equity shares on conversion of 21,79,090 (Twenty-One Lakh Seventy-Nine Thousand and Ninety) Convertible Warrants into 21,79,090 (Twenty-One Lakh Seventy-Nine Thousand and Ninety) Equity shares at an issue price of Rs. 8/- each (including a premium of Rs.3/- per share) to persons belonging to promoter and non-promoter category on preferential basis.
- viii. 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 have been subject to review by statutory financial audit and other designated professionals.
- ix. The following observations are reported during the period under review:
- a. The Company has not filed Form DIR-12 for Appointment and Resignation of Mr. Kiran Kumar Inampudi and Mr. Sunkara Srivastava.

Place: Kanpur
Date: 26.08.2025

For Akhilesh Singh & Associates
Practicing Company Secretary

Akhilesh Singh
Digitally signed by
Akhilesh Singh
Date: 2025.08.26
13:51:58 +05:30

Akhilesh Singh

Proprietor

M.NO. F9178; C.P. No: 9322

UDIN: F009178G001080204

Peer Review Cer. No.: 4162/2023

ANNEXURE A

To
The Members of
M/s. Telogica Limited
Hyderabad

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.

For Akhilesh Singh & Associates
Practicing Company Secretary

Akhilesh Singh
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Akhilesh Singh
Date: 2025.08.26
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Akhilesh Singh

Proprietor

M.NO. F9178; C.P. No: 9322

UDIN: F009178G001080204

Peer Review Cer. No.: 4162/2023

Place: Kanpur
Date: 26.08.2025

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
M/s. Telogica Limited

We have examined the compliance of the conditions of Corporate Governance by **Telogica Limited** ('the Company') for the year ended on March 31, 2025, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para – C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

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

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2025.

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

For Akhilesh Singh & Associates
Practicing Company Secretary

Akhilesh Singh
Digitally signed
by Akhilesh Singh
Date: 2025.08.26
13:50:44 +05'30'
Akhilesh Singh

Proprietor

Place: Kanpur
Date: 26/08/2025

M.NO. F9178; C.P. No: 9322
UDIN: F009178G001083680
Peer Review Cer. No.: 4162/2023

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
Telogica Limited)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Telogica Limited** and having registered office situated at Empire Square, Plot No 233-A, 234 & 235, 3rd Floor, Road No 36, Jubilee Hills, Jubilee Hills - 500033 Hyderabad, Shaikpet, Telangana, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers. We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Srinivasa Rao Mandava	03456187	12/10/2018
2.	Hari Krishna Reddy Kallam	01302713	12/10/2018
3.	Venkateswara Rao Devineni	03616715	12/10/2018
4.	Mahesh Ambalal Kuvadial	07195042	12/10/2018
5.	Arpitha Mettu	03553277	14/08/2019
6.	Sreekanth Bolla	05306196	04/09/2020
7.	Srinivas Kumar Mediseti	07878337	06/05/2023
8.	Sunkara Srivastava*	01725431	28/05/2024
9.	Kiran Kumar Immadi*	01024343	28/05/2024
10.	Mopperthy Sudheer*	00404917	28/05/2024
11.	Satish Kumar Maddineni#	03452107	28/09/2019

**Resigned w.e.f. 13.08.2024*

#Appointed w.e.f. 13.08.2024

Resigned w.e.f. 27.03.2025

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

For Akhilesh Singh & Associates
Practicing Company Secretary

Akhilesh Digitally signed
by Akhilesh Singh
Singh Date: 2025.08.26
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Akhilesh Singh

Proprietor

M.NO. F9178; C.P. No: 9322

UDIN: F009178G001083735

Peer Review Cer. No.: 4162/2023

Place: Kanpur

Date: 26/08/2025

Book Post

If undelivered please return to :



TELOGICA LIMITED

(FORMERLY KNOWN AS AISHWARYA TECHNOLOGIES AND TELECOM LIMITED)

Empire Square, Plot No 233-A, 234 & 235,
3rd Floor, Road No 36, Jubilee Hills, Hyderabad,
Shaikpet, Telangana-500033.
Tel.: 040-27531324 - 26 / E-Mail: legal@telogica.com