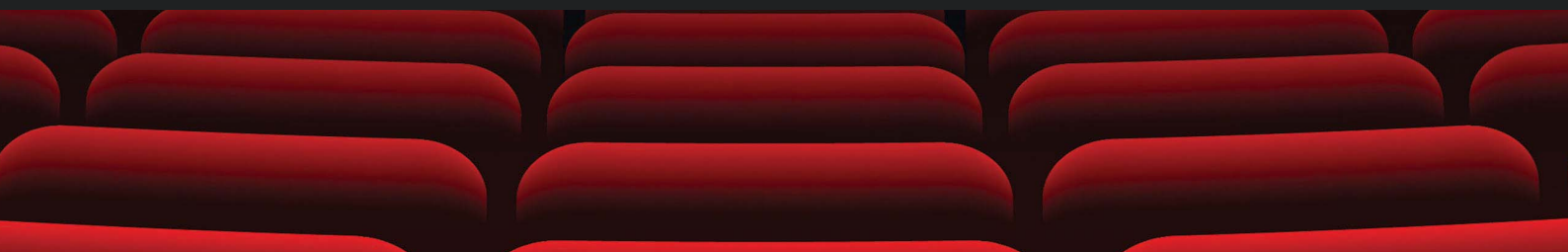


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2022 - 2023
ANNUAL REPORT



CONTENTS

| | |
|--|----|
| CORPORATE INFORMATION | 2 |
| MANAGING DIRECTOR'S PERSPECTIVE..... | 5 |
| BOARD'S REPORT..... | 7 |
| STANDALONE FINANCIAL STATEMENTS..... | 27 |
| CONSOLIDATED FINANCIAL STATEMENTS..... | 56 |
| AGM NOTICE..... | 81 |
| ATTENDANCE SLIP..... | 95 |
| PROXY FORM..... | 96 |
| ROUTE MAP..... | 97 |

CORPORATE INFORMATION

BOARD OF DIRECTORS

| Name of the Director | Nature of Directorship |
|--|--|
| Mr. Ramakrishnan M. K. (DIN: 00194891) | Chairman & Director |
| Mr. Anirvan Partha Ghose (DIN: 00188496) | Managing Director |
| Mrs. Rumeeta Anirvan Ghose (DIN: 02885906) | Non-Executive Director |
| Mr. Santosh Kumar Shah (DIN: 01116378) | Independent Director (w.e.f 3 rd March 2023) |
| Mrs. Kanta Bokaria (DIN: 09278050) | Independent Director (w.e.f 12 th August 2022) |
| Mrs. Suma Tushar Dalvi (DIN:02200154) | Independent Director |

KEY MANAGERIAL PERSONNEL

| | |
|-------------------|--|
| Mr. Mihir Doshi | Chief Financial Officer |
| Mrs. Sneha Mundra | Company Secretary & Compliance officer |

STATUTORY AUDITOR

| | |
|------------------------|-----------------------|
| M/s. Kumbhat & Company | Chartered Accountants |
|------------------------|-----------------------|

SECRETARIAL AUDITOR

| | |
|-------------------------------|---------------------|
| M/s. N.S.Gupta and Associates | Company Secretaries |
|-------------------------------|---------------------|

CORPORATE INFORMATION

Composition of Committees of Board of Pulz Electronics Limited

AUDIT COMMITTEE

| Name of the Director | Status in Committee | Nature of Directorship |
|--------------------------|---------------------|------------------------|
| Mrs. Suma Tushar Dalvi | Chairperson | Independent Director |
| Mr. Anirvan Partha Ghose | Member | Managing Director |
| Mrs. Kanta Bokaria | Member | Independent Director |

NOMINATION AND REMUNERATION COMMITTEE

| Name of the Director | Status in Committee | Nature of Directorship |
|----------------------------|---------------------|------------------------|
| Mrs. Suma Tushar Dalvi | Chairperson | Independent Director |
| Mrs. Rumeeta Anirvan Ghose | Member | Non-Executive Director |
| Mrs. Kanta Bokaria | Member | Independent Director |

STAKEHOLDER RELATIONSHIP COMMITTEE

| Name of the Director | Status in Committee | Nature of Directorship |
|----------------------------|---------------------|------------------------|
| Mrs. Rumeeta Anirvan Ghose | Chairperson | Non-Executive Director |
| Mr. Ramakrishnan M. K. | Member | Chairman & Director |
| Mr. Anirvan Partha Ghose | Member | Managing Director |

CORPORATE INFORMATION

BANKERS

HDFC Bank Limited
Axis Bank Limited
Bank of India
Punjab and Maharashtra Co-operative Bank Ltd.

REGISTERED OFFICE:

46, Satish Mukherjee Road,
Kolkata 700 026, West Bengal,
India.
CIN: L32109WB2005PLC104357
Website: www.pulz.biz
Email: kolkata@pulz.co.in

CORPORATE OFFICE:

Kailashpati, 2nd Floor, Plot 10A
Veera Desai Road, Andheri West,
India. Mumbai 400 053, Maharashtra, India.
Phone No.-022-2673 2593
Email: mumbai@pulz.co.in

REGISTRAR AND SHARE TRANSFER AGENT:

BIGSHARE SERVICES PRIVATE LIMITED
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East) | Mumbai 400059
Tel: +91 22 40430200
Fax: +91 22 28475207
Email: info@bigshareonline.com
Website: www.bigshareonline.com
Contact Person: Mr. Ashok Shetty
SEBI Registration No.: INR000001385

DEPOSITORY

National Securities Depository Limited
Central Depository Services (India) Limited

ISIN

INE335X01014

MANAGING DIRECTORS'S PERSPECTIVE

MANAGING DIRECTORS'S PERSPECTIVE

I am pleased to report that this has been a good year for Pulz. This year has seen the introduction of many new products which have enhanced the strengths of the company. With our enhanced product portfolio, we continue to transform the company to capture tremendous growth opportunities and drive greater shareholder value.

GLOBAL LANDSCAPE

Most of the territories across the world have restarted their expansion activities after the long break due to the pandemic. Indian cinema industry has witnessed a major change with the merger of the two largest exhibition chains PVR and Inox. PVR Inox is the largest purchaser in the cinema industry after the merger. Cash flow situation still remains less than desirable in the industry as Banks and Finance Institutions are slow on providing loans to the cinema industry. The South East Asian market still remains slow.

OTT continues to see new entrants and technological advances as high quality televisions become more affordable. High quality home theatres are starting to become the norm due to the availability of high-quality content and gaming.

ENHANCEMENTS

We have started shipping out products for home theatre systems for smaller living rooms. Our highest offering in this segment is the new Iora tower system. We have also launched the Status series which consists of Status Towers, Centre and Bookshelves. Multiple combinations can be made with these models to suit different room sizes. We also have the Keva small yet high power satellite speaker. This is a coaxial design and offers unmatched power comparable to tower systems in a small satellite form. We also have a series of active subwoofers Sub12A & P, Sub10A & P, IW210A & P to complement the above systems.

We have partnered with PVR Inox to create AmpliX, a new audio technology which enhances the audio experience beyond what normal speakers can provide. This system consists of transducers incorporated within the seats to provide impact and a spherical immersive audio experience. The first system has been installed at Inox Inorbit Mall, Malad, Mumbai and has received a great response. The technology has recently received the Imax Big Cine Award 2023 for 'Innovative Technology of the Year'. PVR Inox plans to implement this across their chain with special focus on South India. Our R&D continues on this product to create versions for Home Cinemas, Virtual Reality and Automobile industries.

Immersive Audio in cinemas have opened doors to multiple formats due to the introduction of the SMPTE IAB which is an open standard development. Now immersive audio recorded with Dolby Atmos can be played back with DTSX and AuroMAX by Barco. We have been the first to offer products and install all 3 systems in India. We see higher potential for immersive audio as the systems get competitive and more affordable.

MANAGING DIRECTORS'S PERSPECTIVE

LOOKING BACK

On Standalone basis our total revenue for the year 2022-23 was ₹ 2,988.06 lakhs as compared to ₹ 1,313.55 lakhs in the previous year i.e. 2021-22 which represents the growth of 127.47% and our profit after tax was ₹ 517.76 lakhs as compared to ₹ 97.71 lakhs in the previous year.

On Consolidated basis our total revenue for the year 2022-23 was ₹ 4,596.82 lakhs as compared to ₹ 2,030.43 lakhs in the previous year i.e. 2021-22 which represents the growth of 126.39% and our profit after tax was ₹ 674.30 lakhs as compared to ₹ 131.28 lakhs in the previous year.

MOVING FORWARD

On behalf of all of the management team, I would like to close by thanking all our shareholders, customers, distributors, dealers, partners and employees for their support and their unflinching confidence in Pulz. The 2022-23 financial year was an amazing year in terms of development. However, the future promises to be even more exciting as we look to build on the tremendous growth foundations laid over the past 12 months

BOARD'S REPORT

To
The Members
Pulz Electronics Limited

Your directors have pleasure in presenting the 18th Annual Report on the business and operations of the Company, together with the audited accounts for the financial year ended March 31, 2023.

1. FINANCIAL RESULTS

The performance of the Company for the financial year ended 31st March 2023 is summarized as under:

| Particulars | Standalone | | Consolidated | |
|---|--------------------|--------------|--------------------|--------------|
| | For the year ended | | For the year ended | |
| | 31-Mar-23 | 31-Mar-22 | 31-Mar-23 | 31-Mar-22 |
| Total Sales / Income From Operations | 29,20,90,188 | 12,72,37,972 | 44,88,63,678 | 19,70,67,313 |
| Other Income | 6,71,56,31 | 41,16,689 | 1,08,18,604 | 59,76,098 |
| Net Profit / Loss Before Depreciation | 6,43,88,760 | 1,73,48,836 | 9,90,50,526 | 2,19,31,031 |
| Depreciation | 61,18,694 | 51,01,125 | 71,12,603 | 51,01,125 |
| Net Profit / Loss Before Taxation | 7,05,07,454 | 1,22,07,712 | 9,19,37,923 | 1,68,29,907 |
| Provision For Taxation (Incl. Deferred Taxes) | 1,94,68,534 | (1,88,634) | 2,92,152 | 1,73,561 |
| Net Profit / Loss After Tax | 5,17,75,988 | 97,71,346 | 6,74,30,075 | 1,31,28,468 |
| Balance Carried Forward | 8,04,12,361 | 8,37,56,093 | 10,02,86,113 | 8,79,75,758 |

2. PERFORMANCE REVIEW

During the year under review, the Company earned total revenue of Rs. 29,88,05,820 an Increase of 146 % over previous year.

BOARD'S REPORT

3. DIVIDEND

Your Board has recommended interim dividend Rs.0.10 (1.00%) per equity share during the year.

4. RESERVES

Amount of Rs. 6,74,30,075 transferred from current year's profit to general reserve during the period under review.

5. DEPOSITS

During the year under review, the Company has not accepted or renewed any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

6. LISTING WITH STOCK EXCHANGES

The Equity Shares of the Company is listed on 14th November, 2017 and traded on the NSE Limited (NSE). The Scrip Code of the Equity Shares of the Company on NSE is PULZ. The Company has paid upto date listing fees to the NSE.

7. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES

The Company has Subsidiary Company named R&S Electronics Systems India Private Limited (Formerly Peerless Speakers Private Limited)

The Company does not have any Joint Venture or an Associate Company

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Ramakrishnan Manden Kattil, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Your directors recommend their approval.

Mrs. Kanta Bokaria (w.e.f. 12th August 2022) & Mr Santosh Kumar Shah (w.e.f 03rd March 2023) has been appointed as an Independent Director of the Company during the year under review.

BOARD'S REPORT

9. SHARE CAPITAL

The paid-up Equity share capital as at March 31, 2023 stood at Rs. 10,90,40,000/-. During the year under review, the Company has issued bonus equity shares of Rs 5,45,20,000 to the shareholders of the Company. Other than bonus issue Company has neither issued any shares with differential voting rights nor had granted any stock options or sweat equity.

10. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3) (c) of the Companies Act, 2013, your Directors state that:

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

The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2023 and the profit for the year ended on that date;

The Directors had taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting fraud and other irregularities;

The Directors have prepared the annual accounts on a going concern basis:

The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;

The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating efficiently.

EXTRACT OF ANNUAL RETURN

The Extract of Annual Return is prepared in Form MGT-7 as per the provisions of the Companies Act, 2013 and Rule 12 of Companies (Management and Administration) Rules, 2014 and the same is available at Companies Website. Link is as follows:-

<https://www.pulz.biz/investor-corporategovernance.html>

BOARD'S REPORT

11. AUDITORS AND AUDITORS' REPORT

Pursuant to the provisions of Section 139 and the rules framed thereunder M/s. Kumbhat & Company Chartered Accountants, (FRN: 001609S), was appointed as Statutory Auditor of the Company for the term of 5 years in 15th AGM Conducted on 29th December 2020.

A) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, M/s N S Gupta & Associates, Company Secretaries in Whole-time Practice (FCS no. 9343, C P No.11093), were appointed to conduct Secretarial Audit for the year ended 31st March, 2023. M/s N S Gupta & Associates, Practicing Company Secretaries has submitted their report on the Secretarial Audit which is attached as "Annexure A" and forms a part of this report.

12. TAX PROVISIONS

The Company has made adequate provisions as required under the provisions of Income Tax Act, 1961 as well as other relevant laws governing taxation on the Company.

13. CORPORATE GOVERNANCE

During the year under review, the Paid Up Capital and Net Worth of the Company were less than Rs. 10 crores and Rs. 25 crores respectively as on 31st March, 2022, therefore Corporate Governance provisions as specified in Regulations 17, 18, 19, 20 21, 22, 23 24, 25, 26 27, and clause (b) to (i) of sub regulation (2) of regulation 46 and para-C, D and E of the Schedule V of SEBI (Listing Obligations and Disclosure Requirement), Regulation 2015 is not applicable to the Company. Moreover, the Company is listed on SME Platform so as per SEBI (LODR 2015) Corporate Governance provisions are not applicable on SME Listed Companies.

Whenever this regulation becomes applicable to the Company at a later date, we will comply with requirements those regulations within six months from the date on which the provisions became applicable to our Company.

14. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion & Analysis Report is attached as "Annexure B" and forms a part of this report.

BOARD'S REPORT

15. COMPLIANCE WITH SECRETARIAL STANDARDS

Your Company has complied with the Secretarial Standards related to the Board Meetings and General Meeting issued by the Institute of Company Secretaries of India (ICSI).

16. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished here under.

Part A and B of the Rules, pertaining to conservation of energy and technology absorption, are not applicable to the Company.

Foreign Exchange Earnings and outgo

The Foreign Exchange earnings and outgo during the financial period ended 31st March, 2023 is as follows:

| FOREIGN EXCHANGE EARNINGS AND OUTGO | |
|-------------------------------------|----------------|
| Foreign Exchange Earned | Rs. 20,437,970 |
| Foreign Exchange Used | Rs. 96,557,437 |

17. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule, 5 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

BOARD'S REPORT

18. NUMBER OF BOARD MEETING CONDUCTED DURING THE YEAR

The Company had 8 (Eight) Board meetings during the financial year under review. The dates on which the Board meetings were held are 20.04.2022, 30.05.2022, 12.08.2022, 01.09.2022, 14.11.2022, 03.12.2022, 23.12.2022, 03.03.2023.

19. PARTICULARS OF LOAN, GUARANTEES OR INVESTMENTS BY COMPANY UNDER SECTION 186

The particulars of Loans, Guarantees and Investments made by the Company under the provisions of Section 186 of the Act are provided in the notes to Financial Statements

20. RELATED PARTY TRANSACTIONS

During the financial year ended March 31, 2023, the contracts or arrangements entered with related parties referred to in sub-Section (1) of Section 188 of the Companies Act, 2013 are provided in the notes to Financial Statements.

Thus, disclosure in form AOC-2 is applicable to the Company in "Annexure C"

21. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT

There was no order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have any bearing on Company's operations in future.

22. AUDIT COMMITTEE

In accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulation, 2015, the Company has constituted an Audit Committee in accordance with the terms of reference specified from time to time by the Board. There is no such incidence where Board has not accepted the recommendation of the Audit Committee during the year under review.

During the year 2022-23, 6 (Six) Audit Committee meetings were held on 30.05.2022, 01.09.2022, 14.11.2022, 03.12.2022, 23.12.2022, 03.03.2023.

BOARD'S REPORT

23. NOMINATION AND REMUNERATION COMMITTEE

In accordance with the provisions of Section 178(1) of the Companies Act, 2013 and regulation 19 of SEBI (LODR) Regulation, 2015, the Company has constituted a Nomination and Remuneration Committee in accordance with the terms of reference specified from time to time by the Board.

During the year 2022-23, 4 (Four) Nomination and Remuneration Committee meetings were held on 30.05.2022, 01.09.2022, 14.11.2022, 03.03.2023.

24. STAKEHOLDERS RELATIONSHIP COMMITTEE

In accordance with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulation, 2015 the Company has constituted a Stakeholders Relationship Committee in accordance with the terms of reference specified from time to time by the Board.

During the year 2022-23, 4 (Four) Stakeholders Relationship Committee meetings were held on 30.05.2022, 01.09.2022, 14.11.2022, 03.03.2023.

25. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENT

Internal Control Systems has been designed to provide reasonable assurance that assets are safeguarded, transactions are executed in accordance's with management's authorization and properly recorded and accounting records are adequate for preparation of financial statements and other financial information. Internal check is conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control systems. In the opinion of the Board, the existing internal control framework is adequate and commensurate to the size and nature of the business of the Company.

26. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company has not applicable to constitute a Corporate Social Responsibility Committee due to non- fulfilment of any of the conditions pursuant to section 135 of the Companies Act, 2013.

BOARD'S REPORT

27. POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORK PLACE

The Company has adopted a policy on Prevention, Prohibition and Redressal of sexual harassment at workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year, no complaints or allegations of sexual harassment were filed with the Company.

28. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company has a Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 and under the provisions of the Listing Regulations.

29. ANNUAL PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees, which covers various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board Culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

30. VIGIL MECHANISM/WHISTLE BLOWER POLICY

In pursuance to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for Directors and Employees to report genuine concerns has been established. We have embodied the mechanism in the Code of Conduct of the Company for employees to report concerns about unethical behavior, actual or suspected fraud or violation of our Code of Conduct. This mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases and no personnel have been denied access to the Audit Committee. The Board and its Audit Committee are informed periodically on the cases reported, if any and the status of resolution of such cases.

BOARD'S REPORT

31. INVESTOR SERVICES

As the members are aware, your Company's shares are tradable compulsorily in electronic format your Company has established connectivity with both the depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). In view of the numerous advantages offered by the Depository system, members are requested to avail of the facility of de-materialization of Company's shares on either of the Depositories as aforesaid.

32. DISCLOSURES UNDER SECTION 134(3) (L) OF THE COMPANIES ACT, 2013

There are no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

33. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The said code of conduct is in line with SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All the Directors and the designated employees have complied with the Code.

34. ACKNOWLEDGMENTS

The Board wishes to place on record their appreciation for the sincere efforts of the Directors, employees and the co-operation extended by the Bankers, Shareholders, clients & associates for their continue support towards the conduct of the Company.

For and on behalf of the Board

Anirvan Partha Ghose
Managing Director

Place: Mumbai
Date: 05/09/2023

ANNEXURE-A TO THE BOARD'S REPORT

Form MR-3 SECRETARIAL AUDIT REPORT

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

SECRETARIAL AUDIT REPORT For the Financial Year Ended on 31st March 2023

To
The Members
Pulz Electronics Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Pulz Electronics Limited**. (Hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our Opinion thereon. Based on our verification of the **M/s. Pulz Electronics Limited** 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 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. Pulz Electronics Limited** for the financial year ended on **31st March 2023** according to the provisions of:

- i. The Companies Act 2013 (The Act) and the rules made there under
- ii. The Securities Contract (Regulation) Act 1956 (SCRA) and rules made there under;
- iii. The Depositories Act 1996 and the regulation and bye- laws framed there under;
- iv. Foreign Exchange management Act, 1999 and the rules and regulations made there under to extent of Foreign Direct Investment, Overseas Direct investment and external commercial borrowing.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act 1992 (SEBI Act):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulation 2011

ANNEXURE-A TO THE BOARD'S REPORT

- b) The Securities Exchange and Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and rules made there under,
 - c) The Security and Exchange Board of India (issue of capital and disclosure Requirement) Regulation 2009,
 - d) The Security and Exchange Board of India (Employee stock Option Scheme and Employee Stock Purchase Scheme) Regulation 1999,
 - e) The Security and Exchange Board of India (Issue and listing of Debt Securities) Regulation 2008,
 - f) The Securities and Exchange Board of India (Registrar to an issue and share transfer agents) Regulation 1993 regarding the companies Act and dealing with clients,
 - g) The securities and Exchange Board of India (Delisting of Equity share) Regulation 2009 and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations 1998
- vi. The Securities and Exchange Board of India (Prohibition of insider Trading) Regulation 1992

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

- i. Secretarial Standards issued with regard to Meeting of Board of Directors (SS-1) and General Meeting (SS-2) by The Institute of Company Secretaries of India.
- ii. The SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and the listing Agreements entered into by the Company with National Stock Exchange(s),

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

We further report that:

- ◆ The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- ◆ Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent **at least seven days** in advance, pursuant to the guideline given in SS-1 issued by Institute of Company Secretary of India and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

ANNEXURE-A TO THE BOARD'S REPORT

- ◆ Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- ◆ As informed the Company has responded appropriately to notices received from various statutory/ regulatory authorities including initiating actions for corrective measures, where ever found necessary.
- ◆ We further report that during the audit period there were no specific events having a major bearing on Company's affairs in pursuance of above referred laws, rules regulations, guidelines, standards, etc.
- ◆ During the year Company complied with provision of section 149, 150, 152, 161, 162, 164, 165, 167 and 168 of companies Act read with rules made there under.

We have further examined and verify the following

1. None of the directors have resigned from the Board of Directors of the company; however, there were two appointments in the Board of Directors were reported as per the MCA master data records. Details are as follow,

| Sr. No. | Name of Directors | DIN | Date of ApPOINTment |
|---------|--------------------|----------|---------------------|
| 1 | SANTOSH KUMAR SHAH | 01116378 | 03/03/2023 |
| 2 | KANTA BOKARIA | 09278050 | 12/08/2022 |

The regularization of Mrs. Kanta Bokaria was done as director in the AGM held in 2022 on 27/09/2022 by filing DIR-12 vide SRN- F27759323. However due to technical glitches on the MCA websites the status of Director in the company is still unchanged to additional director.

The second appointment of **Mr. Santosh Kumar Shah** was made on 03/03/2023 as an additional director pursuant to section 161(1) of the Companies Act 2013 read with rules made there under. His regularization of as the directors pursuant to section 152(2) of the Companies Act 2013 is scheduled to happen in the AGM to be held in 2023.

(The documents for the appointments were inspected)

2. Company has optimum combination of executive and non-executive director in the composition of the Board, following are the member in the board of company,

ANNEXURE-A TO THE BOARD'S REPORT

| Sr. No. | Name of Director KMPs | Designation |
|---------|--------------------------------|---------------------------------|
| 1 | Mr. Ramakrishnan Manden Kattil | Executive Director & Chairman |
| 2 | Mrs. Rumeeta Ghose | Non Executive Director |
| 3 | Mrs. Suma Tushar Dalvi | Independent Director |
| 4 | Mr. Anirvan Ghose | Managing Director |
| 5 | Mr. Santosh Kumar Shah | Additional Independent Director |
| 6 | Mrs. Kanta Bokaria | Independent Director |

Composition of Board of Director is in pursuance of the regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and section 149 of the Companies Act 2013 and rules made there under.

- We have examined the eligibility of directors and all the directors appointed in the company are eligible to be appointed as the director of the company. All the directors have submitted DIR-8 to the Board of company at the time of appointment or re-appointment or whenever applicable.
- Pursuant to section 173 of the Companies Act 2013 during the year Company held and conducted total 8 (Eight) Board Meeting, a proper Quorum was present in the meeting as required pursuant to section 174 of the companies Act 2013 and as per the guidelines of SS-1 issues by the Institute of Company Secretary of India. Details of the Board Meetings are as follow;

| Date of the Meeting | Strength of the Board | Requirement of Quorum | Number of Director attended | Does Quorum complete |
|---------------------|-----------------------|-----------------------|-----------------------------|----------------------|
| 20.04.2022 | 4 | 2 | 4 | Yes |
| 30.05.2022 | 4 | 2 | 4 | Yes |
| 12.08.2022 | 4 | 2 | 4 | Yes |
| 14.11.2022 | 5 | 2 | 5 | Yes |
| 03.12.2022 | 5 | 2 | 5 | Yes |
| 23.12.2022 | 5 | 2 | 5 | Yes |
| 03.03.2023 | 5 | 2 | 5 | Yes |

- During the year company called and convened total Annual General Meeting and other committees Meetings in accordance with the guidelines provided in the SS-1 and SS-2.
- A proper notice was sent to each Director as the requirement of SS-1 along with a proper agenda items with clear 7 days notice.
- The quorum for a meeting of the Board of Directors of a company was satisfied.

ANNEXURE-A TO THE BOARD'S REPORT

4. All the directors have given their interest in the companies and other companies in the specified format MBP-1 in the first board meeting of the company and in the first board meeting after he/she had been appointed as the director in the company.
5. During the year company had held Annual General Meeting, a proper notice was sent to all the members, Auditors and to all the directors of the company by e means. The meeting had been held on 27th day of September 2022.
6. Company has maintained all records and Register at his additional place of Business. We examined the Minute Book of,
 - a) Meetings of Board of Director's
 - b) Audit Committee Meeting
 - c) Nomination and Remuneration Committee.
 - d) Stakeholder Relationship Committee.

| AUDIT COMMITTEE | | |
|--------------------------|-------------|------------------------|
| NAME OF MEMBER | DESIGNATION | NATURE OF DIRECTORSHIP |
| MRS. SUMA TUSHAR DALVI | CHAIRPERSON | INDEPENDENT DIRECTOR |
| MR. ANIRVAN PARTHA GHOSE | MEMBER | MANAGING DIRECTOR |
| MRS. KANTA BOKARIA | MEMBER | INDEPENDENT DIRECTOR |

| NOMINATION AND REMUNERATION COMMITTEE | | |
|---------------------------------------|-------------|------------------------|
| NAME OF MEMBER | DESIGNATION | NATURE OF DIRECTORSHIP |
| MRS. SUMA TUSHAR DALVI | CHAIRPERSON | INDEPENDENT DIRECTOR |
| MRS. RUMEETA ANIRVAN GHOSE | MEMBER | NON-EXECUTIVE DIRECTOR |
| MRS. KANTA BOKARIA | MEMBER | INDEPENDENT DIRECTOR |

| STAKEHOLDER RELATIONSHIP COMMITTEE | | |
|------------------------------------|-------------|------------------------|
| NAME OF MEMBER | DESIGNATION | NATURE OF DIRECTORSHIP |
| MRS. SUMA TUSHAR DALVI | CHAIRPERSON | NON-EXECUTIVE DIRECTOR |
| MR. RAMAKRISHNAN M.K. | MEMBER | CHAIRMAN & DIRECTOR |
| MR. SANTOSH SHAH | MEMBER | INDEPENDENT DIRECTOR |

Company has maintained the minutes Book of each and every meeting in accordance with the guidelines provided under SS-1 as issued by the Institute of Company Secretary of India.

Company has held all the board and committee meeting giving clear notice of 7 day before the board meetings to the directors, and the gap between two Board meetings were not exceeding 120 days any time during the year. Proceedings of Meeting were circulated to every director within the 15 days of meeting and same were confirmed by the directors. The proceeding of every meeting was entered in the minute book within 30 days of conclusion of Board Meeting.

ANNEXURE-A TO THE BOARD'S REPORT

11. We have examined the statutory registers required to be maintained by the company under the companies Act 2013, and company has maintained following register
 - i. Register of Members in MGT-1 with index
 - ii. Register of directors and KMPs
 - iii. Register of Charge in CHG-7
 - iv. Register of Contracts and arrangements with related parties
 - v. Register and index of beneficial owner
 - vi. Register of Loan and guarantee.
 - vii. Register of Interest of Directors in MBP-1All entries in the register were up to date and acknowledged by all the directors in the respective board meeting.
12. During the year company has done issuance and listing of Bonus Share as further issue of 54,52,000 Equity Shares of Rs.10/- each allotted under Bonus Issue made by the company. Company complied with the provision of section 63 of Companies Act 2013 and rules made there under.
13. Company has not made issue of securities under Right Issues, ESOP, Preferential Allotment or any other mode except Bonus Shares during the reporting period. We further report that during the audit period the company has not given any specific declaration for
 - (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
 - (ii) Redemption / buy-back of securities
 - (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
 - (iv) Merger / amalgamation / reconstruction, etc.
 - (v) Foreign technical collaborations

We further report that, based on the review of compliance mechanism established by the company and on the basis of compliance certificates issues by the company Secretary and taken on record by the board of Directors at their meetings, we are of opinion that there are adequate system and process in place in the company which is in commensurate with the size and operation of the company to monitor and ensure compliance with applicable laws rules regulations and guide lines.

However during the observation, we have noticed that company has followed the adequate compliance of the Registrar of Companies and SEBI Regulations as applicable to the company. Company has reported its events to the ROC and SEBI and Stock Exchange as and when required except some forms which was report and filed beyond the due date by paying additional fees.

Details of the forms filed with additional fees are as follows

| NAME OF FORM | PURPOSE OF FILING |
|--------------|---------------------------|
| Form MGT-14 | Intimation of EGM |
| Form PAS-3 | Allotment of Bonus Shares |
| Form CHG-1 | Registration of Charge |

ANNEXURE-A TO THE BOARD'S REPORT

Annexure-A

To
The Members
Pulz Electronics Limited

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

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

FOR N.S. GUPTA & ASSOCIATES
Company Secretaries

Neha Yogi Saraf
FCS: 9343
COP: 11093
UDIN: F009343E000931517
Date: 04.09.2023

ANNEXURE-B TO THE BOARD'S REPORT

Management Discussion and Analysis Report.

Overview of the Indian Media and Entertainment Sector.

FY 2022-23 was a year of recovery for the cinema exhibition industry as box office collections recovered to almost pre-pandemic levels.

The Indian M&E sector continued its strong growth trajectory. It grew by INR 348 billion (19.9%) to reach INR 2.1 trillion (US\$26.2 billion), 10% above its pre-pandemic 2019 levels

While television remained the largest segment, digital media cemented its position as a strong number two segment, followed by a resurgent print

The filmed entertainment segment recovered as theatrical releases doubled, and reclaimed the fourth position overtaking online gaming

The share of traditional media (television, print, filmed entertainment, OOH, music, radio) stood at 58% of M&E sector revenues in 2022, down from 71% in 2019

Future Outlook:

The M&E sector is expected to grow 11.5% in 2023 to reach INR 2.34 trillion (US\$29.2 billion), then grow at a CAGR of 10% to reach INR2.83 trillion (US\$35.4 billion) by 2025.

High-end cinemas will evolve into “experience zones” to cater to top-end multiplex audiences who watch movies for their spectacular experience and to enjoy an evening out with friends and family – a market we estimate at around over 100 million customers / 40 million households by 2025

In addition, a set of lower-priced “cinema products” will emerge for the next 100 to 150 million audiences across the top 75 cities of India, which will also require a change to the type of content being produced for these audiences, and which could even see regional OTT products releasing in a windowed manner.

Company Performance:

On Standalone basis our total revenue for the year 2022-23 was **INR 2,988.06 lakhs** as compared to **INR 1,313.55 lakhs** in the previous year i.e. 2021-22 which represents the growth of 127.47% and our profit after tax was **INR 517.76 lakhs** as compared to **INR 97.71 lakhs** in the previous year.

ANNEXURE-B TO THE BOARD'S REPORT

On Consolidated basis our total revenue for the year 2022-23 was INR 4,596.82 lakhs as compared to INR 2,030.43 lakhs in the previous year i.e. 2021-22 which represents the growth of 126.39% and our profit after tax was INR 674.30 lakhs as compared to INR 131.28 lakhs in the previous year.

Total expenses of the Company stood at INR 2282.98 lakhs as compared to INR 1191.07 lakhs in the previous financial year on a standalone basis and on the consolidated level the total expenses stood at INR 3677.44 lakhs as compared to INR 1861.30 lakhs in the previous year.

Cautionary Statement :

Certain Statements in the Management Discussion and Analysis describing the company's objectives, projections, estimates and expectation or predictions may be forward looking statements within the meaning of applicable laws and regulations .It cannot be guaranteed that these assumptions and expectations are accurate or will be realized. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's Operations include economic conditions affecting demand/supply and price conditions in the domestic markets changes in Government Regulations, Tax Laws and Other statutes and incidental factors.

Reference: Windows of Opportunity, India's media and entertainment sector –maximizing across segments April 2023 (Report by EY & FICCI)

ANNEXURE-C TO THE BOARD'S REPORT

FORM NO. AOC -2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions at Arm's length basis.

| SR. No. | Particulars | Details |
|---------|---|--|
| 1 | Name (s) of the related party & nature of relationship | R and S (India) Electronics Private Limited (Same management Company) |
| 2 | Duration of the contracts/arrangements/transaction | At will |
| 3 | Duration of the contracts/arrangements/transaction | At will |
| 4 | Salient terms of the contracts or arrangements or transaction including the value, if any | 0 |
| 5 | Justification for entering into such contracts or arrangements or transactions' | 0 |
| 6 | Date of approval by the Board | 20/04/2022 |
| 7 | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | - |

ANNEXURE-C TO THE BOARD'S REPORT

| SR. No. | Particulars | Details |
|---------|---|--|
| 1 | Name (s) of the related party & nature of relationship | R&S Electronics Systems India Private Limited (Same management Company) |
| 2 | Duration of the contracts/arrangements/transaction | At will |
| 3 | Duration of the contracts/arrangements/transaction | At will |
| 4 | Salient terms of the contracts or arrangements or transaction including the value, if any | 0 |
| 5 | Justification for entering into such contracts or arrangements or transactions' | 0 |
| 6 | Date of approval by the Board | 20/04/2022 |
| 7 | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | - |

2. Details of contracts or arrangements or transactions not at Arm's length basis.

| Particulars | Details |
|---|--|
| Name (s) of the related party & nature of relationship | There were no contracts or arrangements or transactions entered into during the year ended March 31, 2023 which were not at arm's length basis |
| Nature of contracts/arrangements/transaction | |
| Duration of the contracts/arrangements/transaction | |
| Salient terms of the contracts or arrangements or transaction including the value, if any | |
| Date of approval by the Board | |
| Amount paid as advances, if any | |

STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

INDEPENDENT AUDITORS' REPORT

**To the Members of
Pulz Electronics Limited**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Pulz Electronics Limited** (“the Company”), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss and Cash Flow Statement 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 standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023 and its Profit and its cash flows for the year ended on that date.

Basis for opinion

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

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

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

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

INDEPENDENT AUDITORS' REPORT

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to Report that fact. We have nothing to Report in this regard.

Responsibility of Management and Those Charge with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financials position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India including the other accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

INDEPENDENT AUDITORS' REPORT

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(l) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

INDEPENDENT AUDITORS' REPORT

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Further to our comments in "Annexure A", as required by Section 143(3) of the Act, we Report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy opinion on the adequacy and operating effectiveness of the Company's internal financial control over financial reporting.

INDEPENDENT AUDITORS' REPORT

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company has not entered into any long term contracts including derivative contracts for which there were any material foreseeable losses, as required under the applicable law or Indian Accounting Standards.
 - iii. There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For KUMBHAT & CO.
Chartered Accountants
Firm Regn. No. 001609S

Gaurang C. Unadkat
Partner
Mem.No. 131708
UDIN: 23131708BGWGXQ2183

Place: Mumbai
Dated: May 24, 2023

INDEPENDENT AUDITORS' REPORT

Annexure “A” to the Independent Auditor's Report

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

- (I) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
- (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) The Company has a phased program of physical verification of Property, Plant and Equipment so to cover all the assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is a lessee, and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- (d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) As explained to us, the physical verification of inventory has been conducted by the Management in accordance with the phased programme of verification which, In our opinion, is reasonable and no material discrepancies were noticed on such verification and the discrepancies noticed on physical verification for each class of inventory have been properly dealt with in the books of accounts.
- (b) The Company has not been sanctioned working capital limits in excess of 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) According to the information and explanations given to us, during the year, the Company has neither made any investments in, companies, firms, Limited Liability Partnerships, and nor granted unsecured loans to other parties. Further, the Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence reporting under clause 3(iii), (iii)(a), (iii)(b), (iii)(c), (iii)(d), (iii)(e) and (iii)(f) of the Order are not applicable.
- (iv) According to the information and explanations given to us, the Company has not granted any loans, made investment or provided guarantee, which are covered by the provisions of Section 185 and 186 of the Companies Act 2013. Hence, reporting under Clause 3(iv) of the Order is not applicable.
- (v) The Company has not accepted any deposits or money deemed to be deposits from the public. Accordingly, Clause 3(v) of the Order is not applicable.

INDEPENDENT AUDITORS' REPORT

- (vi) The Cost records prescribed under Section 148(1) of the Act are not applicable to the Company and hence Clause 3(vi) of the Order is not applicable.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service tax, Custom duty, Excise duty, value added tax, cess and other statutory dues as applicable with the appropriate authorities. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they become payable.

(b) There were no dues which have not been deposited in respect of Income tax, Sales Tax, Service Tax, Customs Duty, Excise Duty and Value Added Tax on account of any dispute.
- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) The Company has not defaulted in any repayment of loans or other borrowings from or in the payment of interest thereon to any lenders.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The term loan taken by the company is applied for the same purpose for which the loan were obtained.

(d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (x) Based upon the audit procedures performed and according to the information and explanations given to us, no fraud by the Company or any fraud on the Company by its officer/employees has been noticed or reported during the period nor have we been informed about any such case by the Management.
- (xi) In our opinion and according to information and explanations given to us, the Company has paid/provided remuneration in accordance with requisite approvals mandated by the provisions of section 197 read with schedule V of the Companies Act, 2013.
- (xii) As the Company is not Nidhi Company, the reporting under clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) In our opinion and based on our examination, though the company is required to have an internal audit system under section 138 of the Act, it does not have the same established for the year.

INDEPENDENT AUDITORS' REPORT

- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under Clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under Clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under Clause 3(xvi)(c) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash loss during the current financial year and during the immediately preceding financial year.
- (xviii) There has been no resignation of the Statutory Auditors of the Company during the year.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, 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) Currently Provisions of Section 135(5) of the Companies Act, relating to Corporate Social Responsibility spending, are not applicable to the Company, hence the reporting under clause 3(xx) of the Order is not applicable.

For KUMBHAT & CO.
Chartered Accountants
Firm Regn. No. 001609S

Gaurang C. Unadkat
Partner
Mem.No. 131708
UDIN: 23131708BGWGXQ2183

Place: Mumbai
Dated: May 24, 2023

INDEPENDENT AUDITORS' REPORT

Annexure “B” to the Independent Auditor's Report

(Referred to in Paragraph 2(f) under the heading of "Report on Other Legal and Regulatory Requirements" of our report 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 **Pulz Electronics Limited** (“the Company”) as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the period 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. 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, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

INDEPENDENT AUDITORS' REPORT

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of information and explanations given to us, the Company has, in all materials respects, an adequate internal financial controls system over financial reporting and such financial controls over financial reporting are operating effectively as at March 31, 2023 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.

For KUMBHAT & CO.
Chartered Accountants
Firm Regn. No. 001609S

Gaurang C. Unadkat
Partner
Mem.No. 131708
UDIN: 23131708BGWGXQ2183

Place: Mumbai
Dated: May 24, 2023

BALANCE SHEET

As at 31st March, 2023

PULZ ELECTRONICS LIMITED BALANCE SHEET AS AT 31st MARCH, 2023

| Particular | Note No. | AS AT March 31,2023 (Rupees in Thousands) | AS AT March 31,2022 (Rupees in Thousands) |
|--|-----------|---|---|
| EQUITY AND LIABILITIES | | | |
| Shareholders' funds | | | |
| (a) Share capital | 2 | 109,040 | 54,520 |
| (b) Reserves and surplus | 3 | 80,412 | 83,756 |
| | | 189,452 | 138,276 |
| Non-current liabilities | | | |
| (a) Long-term borrowings | 4 | 1,116 | 0 |
| (b) Deferred tax liabilities (net) | 5 | 474 | 842 |
| (c) Other long-term liabilities | 6 | 4,335 | 4,514 |
| | | 5,925 | 5,357 |
| Current liabilities | | | |
| (a) Short-term borrowings | 7 | 0 | 0 |
| (b) Trade payables | 8 | | |
| (i) Due to Micro & Small enterprises | | 227 | 77 |
| (ii) Others | | 43,292 | 42,165 |
| (c) Other current liabilities | 9 | 22,142 | 12,682 |
| (d) Short-term provisions | 10 | 10,222 | 1,841 |
| | | 75,883 | 56,765 |
| TOTAL | | 271,260 | 200,398 |
| ASSETS | | | |
| Non-current assets | | | |
| (a) Property , Plant & Equipments | 11 | | |
| (i) Tangible assets | | 21,513 | 20,537 |
| (ii) Intangible assets | | 4,645 | 6,506 |
| (ii) Capital work-in-progress | | 6,882 | 3,007 |
| | | 33,040 | 30,051 |
| (b) Non-current investments | 12 | 9,116 | 100 |
| (c) Other non-current assets | 13 | 579 | 442 |
| Current assets | | | |
| (a) Inventories | 14 | 136,327 | 79,205 |
| (b) Trade receivables | 15 | 35,733 | 29,246 |
| (c) Cash and cash equivalents | 16 | 4,271 | 27,338 |
| (d) Short-term loans and advances | 17 | 52,194 | 34,017 |
| | | 228,525 | 169,805 |
| TOTAL | | 271,260 | 200,398 |
| Significant Accounting Policies Notes on Financial Statements | 1 2-44 | | |

As per our report of even date attached
For KUMBHAT & CO.
Chartered Accountants
Firm Reg. No. : 001609S

Gaurang C. Unadkat
Partner
Membership No. 131708

Place: Mumbai
Dated: May 24, 2023

For and on behalf of the Board of Directors

Ramakrishnan M.K.
Chairman & Director
DIN: 00194891

Anirvan Ghose
Managing Director
DIN: 00188496

Mihir Doshi
Chief Financial Officer

Sneha Mundra
Company Secretary
& Compliance Officer

Place: Mumbai
Dated: May 24, 2023

STATEMENT OF PROFIT & LOSS

For the year ended 31st March, 2023

PULZ ELECTRONICS LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2023

| Particular | Note No. | For the year ended March 31,2023 (Rupees in Thousands) | For the year ended March 31,2022 (Rupees in Thousands) |
|---|----------|---|---|
| I Revenue From Operations | | | |
| Revenue From Operations | 18 | 292,090 | 127,238 |
| Other Income | 19 | 6,716 | 4,117 |
| Total Revenue | | 298,806 | 131,355 |
| Expenses: | | | |
| Cost Of Goods Sold | 20 | 85,038 | 37,532 |
| Purchase of Stock in Trade | 21 | 63,681 | 20,317 |
| Changes In Inventories | 22 | -16,616 | 3,172 |
| Manufacturing Expenses | 23 | 15,884 | 8,875 |
| Employee Benefit Expense | 24 | 20,893 | 20,047 |
| Finance Costs | 25 | 503 | 355 |
| Depreciation And Amortization Expense | 26 | 6,119 | 5,101 |
| Other Expenses | 27 | 52,797 | 23,707 |
| II Total Expenses | | 228,298 | 119,107 |
| III Profit Before Exceptional And Extraordinary Items And Tax (I - II) | | 70,507 | 12,248 |
| Prior Period Expenses | | 0 | 40 |
| IV Profit Before Tax (II-III) | | 70,507 | 12,208 |
| Tax Expense | | | |
| V Current Tax | | 19,100 | 2,625 |
| VI Earlier Years Tax | | 0 | 0 |
| VII Deferred Tax | | 369 | 189 |
| VIII Excess / Short Provision (IT) For Earlier Years | | 0 | 0 |
| IX Dividend FY 18-19 | | 0 | 0 |
| X Profit (Loss) For The Period (IV-V-VI-VII) | | 51,776 | 9,771 |
| Earning Per Equity Share | | | |
| Basic & Diluted | | 4.75 | 1.79 |

Significant Accounting Policies
Notes on Financial Statements

1
2-44

As per our report of even date attached
For KUMBHAT & CO.
Chartered Accountants
Firm Reg. No. : 001609S

Gaurang C. Unadkat
Partner
Membership No. 131708

Place: Mumbai
Dated: May 24, 2023

For and on behalf of the Board of Directors

Ramakrishnan M.K.
Chairman & Director
DIN: 00194891

Anirvan Ghose
Managing Director
DIN: 00188496

Mihir Doshi
Chief Financial Officer

Sneha Mundra
Company Secretary
& Compliance Officer

Place: Mumbai
Dated: May 24, 2023

CASH FLOW STATEMENT

For the year ended 31st March, 2023

PULZ ELECTRONICS LIMITED

Cash flow statement for the year ended 31st March 2023.

(Rupees in Thousands)

| Cash flow from operating activities | 31st March, 2023 Amt in Rs. | 31st March, 2022 Amt in Rs. |
|--|--------------------------------|--------------------------------|
| Cash flow from operating activities | | |
| Profit/(loss) before tax | 70,507 | 12,208 |
| Non-cash adjustments to reconcile profit before tax to net cash flow | | |
| Depreciation | 6,119 | 5,101 |
| Finance Cost | 503 | 355 |
| Operating profit/(loss) before working capital changes | 77,129 | 17,664 |
| Movements in working capital: | | |
| Increase/(decrease) in other Long Term liabilities | -179 | 89 |
| Increase/(decrease) in short term borrowings | 0 | 0 |
| Increase/(decrease) in trade payables | 1,277 | 7,124 |
| Increase/(decrease) in other current liabilities | 9,460 | -2,334 |
| Increase/(decrease) in short term provision | 8,381 | 1,732 |
| Decrease/(increase) in Non-current Investment | -9,016 | 0 |
| Decrease/(increase) in Other Non-current Assets | -137 | 1,754 |
| Decrease/(increase) in Inventories | -57,122 | 6,014 |
| Decrease/(increase) in trade receivables | -6,488 | -3,492 |
| Decrease/(increase) in short-term loans and advances | -18,177 | -8,751 |
| Cash generated from Operations | 5,128 | 19,799 |
| Direct taxes paid | -19,100 | -2,625 |
| Net Cash from Operating Activities (A) | -13,972 | 17,174 |
| Cash flows from investing activities | | |
| Sale/(Purchase) of Fixed Assets | -9,108 | -3,636 |
| Net cash flow from/(used in) investing activities (B) | -9,108 | -3,636 |
| Cash flow from financing activities | | |
| Acceptance / (Repayment) of Loan | 1,116 | 0 |
| Finance Cost | -503 | -355 |
| Issue of Equity Shares | 54,520 | 0 |
| Issue of Bonus Equity Shares (from Share premium) | -54,520 | 0 |
| Dividend FY 22-23 | -55 | 0 |
| Dividend Distribution Tax | -545 | 0 |
| Net cash flow from/(used in) financing activities (C) | 13 | -355 |
| Net increase/(decrease) in cash and cash equivalents (A+B+C) | -23,066 | 13,184 |
| Cash and cash equivalents at the beginning of the year | 27,338 | 14,154 |
| Cash and cash equivalents at the end of the year | 4,271 | 27,338 |

As per our report of even date attached

For KUMBHAT & CO.
Chartered Accountants
Firm Reg. No. : 001609S

Gaurang C. Unadkat
Partner
Membership No. 131708

Place: Mumbai
Dated: May 24, 2023

For and on behalf of the Board of Directors

Ramakrishnan M.K.
Chairman & Director
DIN: 00194891

Mihir Doshi
Chief Financial Officer

Place: Mumbai
Dated: May 24, 2023

Anirvan Ghose
Managing Director
DIN: 00188496

Sneha Mundra
Company Secretary
& Compliance Officer

NOTES ON FINANCIAL STATEMENT

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements are prepared under the historical cost convention, in accordance with applicable accounting standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provision of the Companies Act, 2013 as applicable.

The accounts have been prepared on a going concern basis under historical cost convention. Accounting policies not specifically referred to otherwise are in consonance with generally accepted accounting principles followed by the Company.

2. PROPERTY, PLANT & EQUIPMENTS

Fixed Assets are recorded at cost of acquisition inclusive of all relevant levies and other incidental expenses. They are stated at historical cost.

Depreciation on fixed assets is being provided on Straight Line Method as per the useful life prescribed in Schedule II of the Companies Act, 2013. Depreciation in respect of addition to fixed assets is provided on pro-rata basis from month to month in which such assets acquired/installed.

Depreciation on fixed assets sold, discarded or demolished during the year is being provided at their respective rate up to the month in which such assets are sold, discarded or demolished.

3. INVESTMENTS

Investments are Long-term, unless stated otherwise and are stated at cost except where there is diminution in value other than temporary, in which case a provision is made to the carrying value to recognize the diminution.

4. INVENTORIES

Inventories are valued at lower of cost (FIFO) basis or net realizable value.

i) Raw materials, Packing materials and consumables are valued at cost using First-in-First Out method. The cost of Raw materials and consumables includes cost of purchases after adjusting for GST, direct expenses and other cost incurred in bringing the inventories to their present location and condition.

ii) Work in Progress goods has been identified as such depending upon stage of completion of finished goods technically determined by the management. Work in Progress goods are valued at raw materials cost as calculated above plus weighted average cost of production including appropriate proportion of cost of conversion to the extent of process, which is estimated and certified by the management.

iii) Finished goods are valued at lower of cost or net realisable value. Finished goods are valued based on weighted average cost of production, including appropriate proportion of cost of conversion.

NOTES ON FINANCIAL STATEMENT

5. FOREIGN CURRENCY TRANSACTIONS.

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Foreign Currency denominated assets and liabilities at the balance sheet date is translated at the exchange rate prevailing on the date of balance sheet.

6. REVENUE FROM OPERATIONS

1) Sales are exclusive of GST and are stated net of discounts and commission. Sale of products is recognized when risk and rewards of ownership of the products are passed on to the customers, which is generally on dispatch of goods. Returns against sales and price difference are recognized as and when ascertained and are netted from the amount of sales for the year. Rebates, discounts and commission are accounted for to the extent that these are due and/or reasonably ascertainable.

7. EMPLOYEE BENEFITS

Company's contribution to recognized provident fund is defined contribution plan and is charged to the Profit and Loss Account on accrual basis. There are no other obligations than the contribution payable to the fund.

Contribution to gratuity fund is defined benefit obligation and is provided for on basis of an actuarial valuation on projected accrued benefit method made at the end of each financial year.

Employees are allowed to accumulate only seven days of earned leave .Any leaves above seven days shall be encashed at every 31st December of the year.

8. EARNINGS PER SHARE

Basic earnings per share is computed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted earning per share is computed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, if any.

9. ACCOUNTING FOR TAXES ON INCOME

Tax expense comprises of current and deferred tax. Provision for current tax is made, based on the tax payable under the Income-tax Act, 1961. Deferred tax assets and liabilities from timing differences between taxable income and accounting income is accounted for using the tax rates and the tax laws enacted or substantially enacted as on the balance sheet date.

10. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The Company recognizes as provisions, the liabilities being present obligation arising out of past events, the settlement of which is expected to result in an outflow of resources which can be measure only by using a substantial degree of estimation.

Contingent liabilities are disclosed by way of notes to the financial statements after careful evaluation by the management of the facts and the legal aspects of the matter involved.

Contingent assets are neither recognized nor disclosed.

NOTES ON FINANCIAL STATEMENT

For the year ended 31st March, 2023

PULZ ELECTRONICS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

| NOTE No. | PARTICULARS | AS AT | AS AT |
|----------|--|---|---|
| | | March 31, 2023 (Rupees in Thousands) | March 31, 2022 (Rupees in Thousands) |
| 2 | SHARE CAPITAL | | |
| | Authorised Share Capital | 110,000 | 110,000 |
| | 11,000,000 Equity Shares of Rs.10 each (Previous Year 11,000,000 Equity Shares of Rs.10 each) | | |
| | Issued, Subscribed and Paid up | 109,040 | 54,520 |
| | 10,904,000 Equity Shares of Rs.10 each (Previous Year 5,452,000 Equity Shares of Rs.10 each) | | |
| | TOTAL | 109,040 | 54,520 |
| i) | Out of the above, 27,26,000 Shares were allotted as bonus in the year 2019-20, 15,00,000 Shares were allotted as bonus shares in the year 2016-17 and 5,452,000 shares were allotted as bonus shares in the year 2022-23 | | |
| ii) | Details of Shares held by Shareholders holding more than 5% of the aggregate shares in the Company | | |
| | | AS AT MARCH 31, 2023 | |
| | | No. of Shares held | % |
| | Name of the Shareholder | No. of Shares held | % |
| | Ramakrishnan M.K | 5,199,952 | 47.6885% |
| | Anirvan Ghose | 2,799,968 | 25.6784% |
| | Relatives of Directors | 80 | 0.0007% |
| | Public | 2,904,000 | 26.6324% |
| | Total | 10,904,000 | 100% |
| iii) | All the Equity Shares are having one vote per share | | |
| iv) | Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period: | | |
| | Equity shares | | |
| | Equity Shares at the beginning of the year | 5,452 | 5,452 |
| | Add : Issue of bonus shares | 5,452 | 0 |
| | Equity shares at the end of the year | 10,904 | 5,452 |
| 3 | RESERVES AND SURPLUS | | |
| | (a) Surplus/(Deficit) in Statement of Profit & Loss | | |
| | Opening Balance | 83,756 | 73,985 |
| | Add: profit/Loss during the year | 51,776 | 9,771 |
| | Less: Bonus shares | 54,520 | 0 |
| | Less: Interim Dividend FY 22-23 | 545 | 0 |
| | Less: Dividend Distribution Tax AY 23-24 | 55 | 0 |
| | | 0 | 0 |
| | Closing Balance | 80,412 | 83,756 |
| 4 | LONG TERM BORROWINGS | | |
| | Term Loans (Secured) | | |
| | - From Others | | |
| | - Vehicle Loan from HDFC Bank Ltd. | 1,116 | 0 |
| | TOTAL | 1,116 | 0 |

1. Vehicle Loan from HDFC Bank Ltd.- secured by way of Hypothecation of Motor Car acquired under the loan

Maturity Profile of Secured Term Loan are set out as below

| | Maturity Profile | | | |
|--------------------------------|------------------|---------|---------|----------------|
| | 1 year | 2 years | 3 years | Beyond 3 years |
| Term Loan -from HDFC Bank Ltd. | 444.85 | 444.85 | 225.93 | - |

NOTES ON FINANCIAL STATEMENT

For the year ended 31st March, 2023

| | | | |
|---|---|--------|--------|
| 5 | Deferred Tax Liabilities (Net) (Refer Note No.35) | 474 | 842 |
| | TOTAL | 474 | 842 |
| 6 | OTHER LONG TERM LIABILITIES - Gratuity (Refer Note No.31) | 0 | 0 |
| | TOTAL | 4,335 | 4,514 |
| | SHORT TERM BORROWINGS | | |
| 7 | Loans & Advances Secured | | |
| | 1. From Banks | | |
| | -Cash Credit - Axis Bank (secured by exclusive charge on Current Asset & Movable Fixed Asset of company and equitable mortgage of Factory Building) | 0 | 0 |
| | TOTAL | 0 | 0 |
| 8 | TRADE PAYABLES For Supplies / Services | | |
| | a) Due to Micro & Small enterprises | 227 | 77 |
| | b) Others | 43,292 | 42,165 |
| | TOTAL | 43,519 | 42,242 |

Trade Payables ageing schedule as at March 31,2023

| Particulars | Outstanding for following periods from due date of payment | | | | Total |
|------------------------|--|------------|-----------|-------------------|---------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| 1.MSME | 227 | - | - | - | 227 |
| 2.Others | 33,502 | 769 | 443 | 8,578 | 43,292 |
| 3.Disputed dues-MSME | - | - | - | - | - |
| 4.Disputed dues-Others | - | - | - | - | - |
| TOTAL | 33,729 | 769 | - | - | 43,519 |

Trade Payables ageing schedule as at March 31,2022

| Particulars | Outstanding for following periods from due date of payment | | | | Total |
|------------------------|--|-----------|-----------|-------------------|---------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| 1.MSME | 77 | - | - | - | 77 |
| 2.Others | 42,159 | 6 | - | - | 42,165 |
| 3.Disputed dues-MSME | - | - | - | - | - |
| 4.Disputed dues-Others | - | - | - | - | - |
| | 42,237 | 6 | - | - | 42,242 |

| | | | |
|----|---|---------------|--------------|
| 9 | OTHER CURRENT LIABILITIES | | |
| | - Current maturities of Long Term Borrowings(Refer Note No.4) | 445 | 0 |
| | - Advance Received from Customers | 17,859 | 9,355 |
| | - Other Liabilities | 3,839 | 3,327 |
| | (Includes Statutory Dues of Rs.1,561,349 (Previous Year Rs.1,751,941)) | | |
| | TOTAL | 22,142 | 12,682 |
| 10 | SHORT TERM PROVISIONS | | |
| | For Leave Encashment (Refer Note No.31) | 465 | 405 |
| | For Bonus | 1,021 | 920 |
| | For Gratuity (Refer Note No.31) | 679 | 113 |
| | For Advance Tax net of provisions | 8,057 | 403 |
| | TOTAL | 10,222 | 1,841 |

NOTES ON FINANCIAL STATEMENT

PULZ ELECTRONICS LIMITED
Formerly known as Pulz Electronics Private Limited

Note 11

PROPERTY, PLANT & EQUIPMENTS

(Rupees in Thousands)

| DESCRIPTION | GROSS BLOCK | | | | DEPRECIATION | | | | Net Block | | |
|---------------------------------|--------------------------|--------------------------|---------------------------|---------------------------|--------------------------|--------------|----------------------------|--|--------------------------|--------------------------|--------------------------|
| | As At 1st April, 2022 | Additions during year | Deductions during year | As At 31st March, 2023 | As At 1st April, 2022 | For the year | Deductions/ Adjustments | Deductions on account of sale of asset | Up to 31st March,2023 | As At 31st March,2023 | As At 31st March,2022 |
| Tangible Assets | | | | | | | | | | | |
| Land at Palghar | - | - | - | - | - | - | - | - | - | - | - |
| Office Premises at Palghar | 929 | 0 | 0 | 929 | 158 | 13 | 0 | 0 | 171 | 758 | 771 |
| Factory Building | 12,085 | 0 | 0 | 12,085 | 3,150 | 382 | 0 | 0 | 3,532 | 8,553 | 8,935 |
| Factory Shed | 2,939 | 30 | 0 | 2,969 | 750 | 94 | 0 | 0 | 843 | 2,126 | 2,189 |
| Plant and Machinery | 10,809 | 0 | 0 | 10,809 | 7,128 | 1,663 | 0 | 0 | 8,791 | 2,019 | 3,682 |
| Electrical Installation | 1,482 | 0 | 0 | 1,482 | 832 | 95 | 0 | 0 | 927 | 555 | 650 |
| Lift at Palghar | 567 | 0 | 0 | 567 | 297 | 36 | 0 | 0 | 333 | 234 | 270 |
| Paint Booth at Palghar | 326 | 0 | 0 | 326 | 168 | 21 | 0 | 0 | 188 | 137 | 158 |
| Computer Systems | 3,001 | 242 | 0 | 3,242 | 2,719 | 127 | 0 | 0 | 2,846 | 397 | 282 |
| Software | 3,260 | 251 | 0 | 3,510 | 2,021 | 467 | 0 | 0 | 2,488 | 1,023 | 1,239 |
| Motor Car | 3,419 | 2,964 | 0 | 6,382 | 3,152 | 492 | 0 | 0 | 3,644 | 2,738 | 267 |
| Motor Cycle | 63 | 106 | 0 | 169 | 47 | 8 | 0 | 0 | 55 | 114 | 16 |
| Furniture and Fixtures | 2,022 | 171 | 0 | 2,193 | 1,124 | 189 | 0 | 0 | 1,312 | 881 | 898 |
| Office Equipments | 1,360 | 436 | 0 | 1,795 | 1,151 | 137 | 0 | 0 | 1,288 | 508 | 209 |
| Tools and Equipments | 2,780 | 1,034 | 0 | 3,815 | 1,809 | 534 | 0 | 0 | 2,343 | 1,472 | 971 |
| Total A | 45,041 | 5,233 | 0 | 50,274 | 24,503 | 4,257 | 0 | 0 | 28,761 | 21,513 | 20,537 |
| Intangible Assets | | | | | | | | | | | |
| Technical Know-How | 10,450 | 0 | 0 | 10,450 | 3,944 | 1,861 | 0 | 0 | 5,806 | 4,645 | 6,506 |
| Total B | 10,450 | 0 | 0 | 10,450 | 3,944 | 1,861 | 0 | 0 | 5,806 | 4,645 | 6,506 |
| Capital Work-in-Progress | | | | | | | | | | | |
| Capital WIP | 3,007 | 3,875 | 0 | 6,882 | 0 | 0 | 0 | 0 | 0 | 6,882 | 3,007 |
| Total C | 3,007 | 3,875 | 0 | 6,882 | 0 | 0 | 0 | 0 | 0 | 6,882 | 3,007 |
| Grand Total (A+B+C) | 58,498 | 9,108 | 0 | 67,606 | 28,448 | 6,119 | 0 | 0 | 34,566 | 33,040 | 30,051 |
| Previous Year | 54,862 | 6,535 | 2,899 | 58,498 | 23,346 | 5,101 | 0 | 0 | 28,448 | 30,051 | 31,516 |

NOTES ON FINANCIAL STATEMENT

PULZ ELECTRONICS LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

| NOTE No. | PARTICULARS | AS AT March 31, 2023 (Rupees in Thousands) | AS AT March 31, 2022 (Rupees in Thousands) |
|-----------|---|--|--|
| 12 | <u>NON CURRENT INVESTMENTS</u> | | |
| | Unquoted | | |
| | Investments in Equity in Subsidiary - R & S Electronics Systems India Pvt. Ltd. (9998 Equity shares of Rs. 10/- each fully paid) | 100 | 100 |
| | Shares & Warrants In Unity Small Finance Bank Limited | 9,016 | 0 |
| | TOTAL | 9,116 | 100 |
| 13 | <u>OTHER NON CURRENT ASSETS</u> | | |
| | Security deposits (Unsecured, considered good) | 579 | 442 |
| | Advance Tax net of provisions | 0 | 0 |
| | TOTAL | 579 | 442 |
| 14 | <u>INVENTORIES</u> | | |
| | Raw-Materials | 93,891 | 53,386 |
| | Finished Goods | 9,398 | 11,156 |
| | Traded Goods | 33,038 | 14,664 |
| | TOTAL | 136,327 | 79,205 |
| 15 | <u>TRADE RECIVABLES (UNSECURED, CONSIDERED GOOD)</u> | | |
| | (a) Over six months from the due date | 13,358 | 3,424 |
| | (b) Others considered good | 22,375 | 25,821 |
| | TOTAL | 35,733 | 29,246 |

Trade Receivables ageing schedule as at March 31, 2023

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|---|--|------------------|------------|--------------|-------------------|---------------|
| | Less than 6 months | 6 months 1 years | 1-2 years | 2-3 years | More than 3 years | |
| 1.Undisputed trade receivables - considered good | 22,375 | 10,483 | 23 | 568 | 2,285 | 35,733 |
| 2.Undisputed trade receivables - credit impaired | - | - | - | - | - | - |
| 3.Disputed trade receivables - considered good | - | - | - | - | - | - |
| 4.Disputed trade receivables - credit impaired | - | - | - | - | - | - |
| TOTAL | 22,375 | 10,483 | 23 | 568 | 2,285 | 35,733 |
| Trade Receivables ageing schedule as at March 31, 2022 | | | | | | |
| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
| | Less than 6 months | 6 months 1 years | 1-2 years | 2-3 years | More than 3 years | |
| 1.Undisputed trade receivables - considered good | 25,821 | 347 | 972 | 1,304 | 802 | 29,246 |
| 2.Undisputed trade receivables - credit impaired | - | - | - | - | - | - |
| 3.Disputed trade receivables - considered good | - | - | - | - | - | - |
| 4.Disputed trade receivables - credit impaired | - | - | - | - | - | - |
| TOTAL | 25,821 | 347 | 972 | 1,304 | 802 | 29,246 |

NOTES ON FINANCIAL STATEMENT

AS AT
March 31, 2023
(Rupees in Thousands)

AS AT
March 31, 2022
(Rupees in Thousands)

16 CASH AND CASH EQUIVALENTS

| | | |
|---|--------------|---------------|
| Cash On Hand | 16 | 14 |
| <u>Balance With Bank</u> | | |
| In Current Account | 3,439 | 16,218 |
| In Fixed Deposit Account (Refer Note No.41) | 816 | 11,106 |
| TOTAL | 4,271 | 27,338 |

17 SHORT TERM LOANS & ADVANCES

| | | |
|--|---------------|---------------|
| <u>(a) Prepaid expenses</u> | 223 | 378 |
| | 223 | 378 |
| <u>(b) Others</u> | | |
| i) Advance given to Trade Creditors | 6,547 | 8,202 |
| ii) Balance with Government Authorities | 3,442 | 109 |
| iii) Advance Given to Employees | 633 | 291 |
| iv) Advance Recoverable in cash or in kind | 41,348 | 25,036 |
| | 51,970 | 33,638 |
| TOTAL | 52,194 | 34,017 |

NOTES ON FINANCIAL STATEMENT

| | AS AT March 31, 2023 (Rupees in Thousands) | AS AT March 31, 2022 (Rupees in Thousands) |
|--|--|--|
| 18 Revenue From Operations | | |
| a Sale Of Products | | |
| Manufacturing | 185,651 | 84,236 |
| Trading | 95,784 | 34,795 |
| b Sale Of Services | 10,655 | 8,207 |
| Net Revenue From Operations | 292,090 | 127,238 |
| 19 Other Income: | | |
| Duty Drawback | 162 | 120 |
| Bank Interest received on Fixed Deposits - PMC | 160 | 413 |
| Exchange Rate Difference | 700 | 0 |
| Other Non - Operating Income | | |
| Freight & Forwarding (Local) - Income | 4,974 | 1,330 |
| Sales-Freight Forwarding Export | 693 | 372 |
| Services - Others | 0 | 1,700 |
| Profit and Loss on sale of Fixed Assets | 0 | 0 |
| MEIS Licence Duty Credit | 0 | 117 |
| Amounts Written Back | -92 | 0 |
| Misc.Income | 119 | 64 |
| | 6,716 | 4,117 |
| 20 Cost Of Materials Consumed: | | |
| Purchases Raw-Materials | 125,543 | 34,691 |
| Add: Opening Balance Of Stock | 53,386 | 56,227 |
| Less: Closing Balance Of Stock | 93,891 | 53,386 |
| Consumption Of Materials | 85,038 | 37,532 |
| 21 Purchases Of Traded Goods/Stock In Trade | 63,681 | 20,317 |
| | 63,681 | 20,317 |
| 22 Changes In Inventories: | | |
| a Finished Goods | | |
| At The Beginning Of The Year | 11,156 | 14,353 |
| At The End Of The Year | 9,398 | 11,156 |
| | 1,757 | 3,197 |
| b Stock-In-Trade | | |
| At The Beginning Of The Year | 14,664 | 14,639 |
| At The End Of The Year | 33,038 | 14,664 |
| | -18,374 | -25 |
| TOTAL | -16,616 | 3,172 |
| 23 Manufacturing Expenses: | | |
| Salary and Wages | 12,824 | 7,149 |
| Labour Charges | 0 | 0 |
| Rent-Factory | 844 | 804 |
| Packing Charges (Local) | 339 | 26 |
| Freight and Forwarding | 876 | 266 |
| Fuel & Power Expenses | 310 | 127 |
| Electricity Expenses | 690 | 504 |
| | 15,884 | 8,875 |
| 24 Employee Benefit Expense: | | |
| Salaries & Wages | 15,583 | 15,163 |
| Bonus | 2,039 | 1,873 |
| Employer's Contribution to P.F. | 926 | 1,023 |
| Employer's Contribution to E.S.I.C. | 48 | 44 |
| Employer's Contribution to MLWF | 1 | 1 |
| Leave Encashment | 269 | 331 |
| Notice Pay - Staff | 0 | 11 |
| Staff Welfare | 684 | 979 |
| Rent Allowance | 142 | 84 |
| Ex-Gratia | 0 | 12 |
| Gratuity for Staff | 1,203 | 526 |
| | 20,893 | 20,047 |

NOTES ON FINANCIAL STATEMENT

| | AS AT March 31, 2023 (Rupees in Thousands) | AS AT March 31, 2022 (Rupees in Thousands) |
|--|--|--|
| 25 Financial Costs: | | |
| a Interest Expense | | |
| Interest on Car Loan | 118 | 0 |
| Interest on Bank OD, CC & Loan | 12 | 64 |
| | 130 | 64 |
| b Other Borrowing Costs | | |
| Bank Charges | 372 | 291 |
| | 372 | 291 |
| TOTAL | 503 | 355 |
| 26 Depreciation And Amortization Expense: | | |
| Depreciation | 6,119 | 5,101 |
| | 6,119 | 5,101 |
| 27 Other Expenses: | | |
| a Administrative Expense | | |
| Conveyance | 309 | 403 |
| Balances Written Back | 30 | 423 |
| <i>Electricity Charges - Office</i> | 409 | 416 |
| Freight Outward (Local) | 5,048 | 1,784 |
| Freight & Cartage (Export) | 142 | 151 |
| Insurance | 426 | 740 |
| Insurance Charges for Import | 105 | 53 |
| Insurance Charges for Export | 6 | 0 |
| Installation Charges | 1,586 | 351 |
| Postage & Courier Charges | 55 | 258 |
| Telephone Expenses | 458 | 259 |
| Loading /Unloading | 23 | 2 |
| Exchange Rate Difference | 0 | 139 |
| Office Expenses | 227 | 237 |
| Printing and Stationary | 614 | 204 |
| Professional Charges | 8,049 | 5,095 |
| Remuneration to Auditors-Audit Fees | 230 | 180 |
| Remuneration to Auditors-Tax Audit Fees | 100 | 20 |
| Remuneration to Directors | 5,735 | 4,387 |
| Director's Sitting Fees | 150 | 125 |
| Rates and Taxes | 68 | 58 |
| Rent -Office | 676 | 1,050 |
| Repair and Maintenece of Motor Car | 653 | 1,019 |
| Repair and Maintenece - General | 2,596 | 1,417 |
| Repair and Maintenece -Computers | 174 | 52 |
| Security Expenses | 1,005 | 948 |
| Supervision Charges | 373 | 299 |
| Misc Expenses | 352 | 109 |
| | 29,599 | 20,178 |
| b Selling & Distribution Expense | | |
| Advertisement Expenses | 13,457 | 114 |
| Business Promotion | 1,361 | 0 |
| Commission- Domestic | 2,444 | 420 |
| Commission- Foreign | 371 | 412 |
| Hotel and Accomodation | 884 | 650 |
| Transport Charges | 0 | 51 |
| Traveling Expenses- Domestic | 3,698 | 1,869 |
| Traveling Expenses- Foreign | 983 | 13 |
| | 23,198 | 3,529 |
| TOTAL | 52,797 | 23,707 |

NOTES ON FINANCIAL STATEMENT

28. The Company has entered in to cancellable leasing arrangement for its factory/ office premises and warehouse. The lease rental amounting to Rs.1,519.95/- (Previous year Rs. 1,853.30 /-) has been included in the statement of Profit & Loss under the following heads.

(Rupees in Thousands)

| Description | Note No. | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|------------------------|-------------|--------------------------------------|--------------------------------------|
| Manufacturing Expenses | Note No. 23 | 843.90 | 803.72 |
| Other Expenses | Note No. 27 | 676.05 | 1,049.58 |
| Total | | 1,519.95 | 1,853.30 |

29. Dues to Micro & Small Enterprises:

(Rupees in Thousands)

| Particulars | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--|--------------------------------------|--------------------------------------|
| The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year | | |
| - Principal amount due to micro and small enterprises | 195.60 | 77.37 |
| The amounts of payments made to micro and small suppliers beyond the appointed day during each accounting year. | 195.60 | 77.37 |

On the basis of information and records available with the company, the above disclosures are made in respect of amounts due to the micro and small enterprises, who have registered with the relevant competent authorities.

30. Earnings per share:

The calculations of earnings per share (basic and diluted) are based on the earnings and number of shares as computed below:

(Rupees in Thousands)

| Particulars | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|-------------------------------------|--------------------------------------|--------------------------------------|
| Profit/(Loss) after Tax | 51,775.98 | 9,771.34 |
| Weighted no. of equity shares Basic | 10,904,000 | 10,904,000 |
| Earnings per share Basic & Diluted | 4.75 | 0.89 |

31. The particulars as required under the Accounting Standard-AS 15 of Employees Benefits are as under:

i. As Defined Contribution plan:

(Rupees in Thousands)

| Particulars | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--|--------------------------------------|--------------------------------------|
| Contribution to Employees Provident Fund | 1,831.75 | 1,319.47 |

NOTES ON FINANCIAL STATEMENT

ii. As Defined Benefit Plan

Following are the principle Actuarial Assumptions used for determining defined benefit obligation towards gratuity as of the Balance Sheet Dates.

| Particulars | For the year ended March 31,2023 | For the year ended March 31,2022 |
|--|-------------------------------------|-------------------------------------|
| Retirement Age | 60 years | 60 years |
| Future Salary Rise | 6.00 % | 6.00 % |
| Rate of Discount | 7.49 % | 7.29 % |
| Method Used for Measuring Liabilities | Projected Unit Credit Method | Projected Unit Credit Method |

Current and Non-Current Liability:

(Rupees in Thousands)

| Particulars | For the year ended March 31,2023 | For the year ended March 31,2022 |
|-----------------------|-------------------------------------|-------------------------------------|
| Funding Status | Unfunded | Unfunded |
| Fund Balance | N.A | N.A |
| Current Liability | INR 678.95 | INR 113.05 |
| Non-Current Liability | INR 4,335.15 | INR 4,514.28 |

As per the Actuarial Valuation Report of Gratuity Liability, based on the above assumptions, gratuity liability as on March 31, 2023 works out to INR 5,014.10/-. The same has been provided in the books of accounts.

The company does not allow accumulation of leaves and the employees are allowed to encash maximum 12 days of the balance leave on December 31 every year. However during the current year the employees were allowed to encash all accumulated available on March 31,2023.

By considering the materiality level of accumulation of leave balance, the company has not obtained the actuarial valuation as on March 31,2023 and has provided for the liability of the accumulated leave of INR 464.99/-.

32. Sundry Debtor and Creditors Balances are subject to confirmation, adjustments if any, will be made in the accounts on receipt of such confirmation.

33. The Company is listed on the SME platform of the National Stock Exchange of India Limited and the provisions of the IND AS as per rule 4 of the Companies (Indian Accounting Standards) Rules, 2015, Reconciliation of Profit and Loss and Reconciliation of Equity does not apply to the company and hence not reported.

34. a) Primary segment reporting (by business segments)

The company is in the business of developing and manufacturing high quality Audio Systems and the company's business falls within a single business segment of Audio Systems. Therefore disclosures under Accounting Standard 17- Segment Reporting are not reported separately.

b) Secondary segment reporting (by geographical segments)

Secondary segmental reporting is identified on the basis of the geographical location of the customers. The Company has identified India, South East Asian Countries and rest of the world.as the geographical segments for secondary segmental reporting.

Geographical sales are segregated based on the location. All assets other than trade receivables and advances to suppliers are located in India. Similarly all capital expenditure is incurred towards fixed assets located in India.

NOTES ON FINANCIAL STATEMENT

(Rupees in Thousands)

| Particulars | India | | South East Asian Countries | | Rest of the World | | Total | |
|--|---------------|---------------|----------------------------|---------------|-------------------|---------------|---------------|---------------|
| | 31 March 2023 | 31 March 2022 | 31 March 2023 | 31 March 2022 | 31 March 2023 | 31 March 2022 | 31 March 2023 | 31 March 2022 |
| Segment sales during the year | 271,652.21 | 110,689.47 | 18,430.31 | 16,548.49 | 2,007.66 | - | - | 127,237.97 |
| Segment assets as at the Balance Sheet date | 257,567.43 | 163,454.52 | 4,127.98 | 6,057.10 | 646.07 | 293.65 | 262,341.49 | 169,805.27 |
| Addition to fixed assets during the year (including capita work-in-progress) | 9,107.78 | 6,534.84 | - | - | - | - | 9,107.78 | 6,534.84 |

35. Deferred tax is on account of following: (Amount in Rupees)

(Rupees in Thousands)

| | | As at March 31, 2022 | During the Year | As at March 31, 2023 |
|----|--|----------------------|-----------------|----------------------|
| a) | Deferred Tax Liabilities Difference between depreciation on block of assets | 920.92 | (381.50) | 586.37 |
| b) | Gross deferred tax liabilities | 920.92 | 381.50 | 586.37 |
| c) | Deferred Tax Assets Provision for Gratuity Provision for Leave Encashment | 23.47 101.94 | 73.87 86.84 | 97.35 15.09 |
| d) | Gross deferred tax assets | (78.46) | (12.97) | (112.44) |
| e) | Net Deferred Tax | 842.45 | 368.53 | 473.92 |

36. Value of Imported and indigenous raw materials, stores and spares consumed:

(Rupees in Thousands)

| Description | Current Year | | Previous Year | |
|------------------|--------------|------------------|---------------|------------------|
| | % | Value in INR | % | Value in INR |
| I) Raw Materials | | | | |
| -Imported | 63.26 | 53,795.09 | 53.96 | 20,252.39 |
| -Indigenous | 36.74 | 31,242.95 | 46.04 | 17,279.84 |
| | | 85,038.09 | | 37,532.23 |

37. CIF Value of Import of Raw Material INR 96,557,437/- (Previous year INR 14,708,092 /-).

38. Expenditure in foreign currency:

(Rupees in Thousands)

| Description | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---------------------|--------------------------------------|--------------------------------------|
| Travelling Expenses | 983.02 | 13.07 |
| Commission | 370.57 | 411.89 |

39. Earnings in Foreign Currency INR 20,437.97 /- (Previous year 1,1861.83 /-)

NOTES ON FINANCIAL STATEMENT

40. Related party Disclosures as required by AS 18 of the Institute of Chartered Accountants of India is as follows:

I) Related Parties and Relationship.

(a) Company and Firm in which Directors and their relatives are Directors or Partners.

- i) Linear Electronics Private Limited.
- ii) R&S Electronics
- iii) R&S (India) Electronics Private Limited
- iv) R&S Electronics Systems India Private Limited

(b) Directors of the Company.

- i) Mr.Ramakrishnan M.K.
- ii) Mr.Anirvan Ghose
- iii) Mrs.Rumeeta Ghose

(c) Key Management Personnel:

- i) Mr.Ramakrishnan M.K.
- ii) Mr.Anirvan Ghose.
- iii) Mihir Doshi

(d) Relatives of the Director/s

- i) Dr.Parthasarthy Ghose
- ii) Kalyani Ghose
- iii) Bhavya Ramakrishnan

B) Transactions with Related Parties during the period (Amount in Rupees)

(Rupees in Thousands)

| Description | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--|--------------------------------------|--------------------------------------|
| Company and Firm in which Directors and their relatives are Directors or Partners: | | |
| -R&S Electronics. | | |
| i) Rent paid. | 586.05 | 971.58 |
| -R&S (India) Electronics Private Limited. | | |
| i) Purchases. | 0.25 | 39.54 |
| ii)Rent Paid | 843.90 | 803.72 |
| - R&S Electronics Systems India Private Limited | | |
| ii) Purchases. | 1,894.99 | 366.62 |
| ii)Sales(inclusive of tax) | 89,231.63 | 42,504.77 |
| iii)Services Sales | 1031.30 | 3,903.28 |
| Remuneration to Director | | |
| - Ramakrishnan M.K | 4,312.16 | 3,347.61 |
| - Anirvan Ghose | 1,948.12 | 1,512.35 |
| - Rumeeta Ghose | 1,911.00 | 1,283.98 |

NOTES ON FINANCIAL STATEMENT

| | | |
|---|-----------|-----------|
| Relatives of the Director/s | | |
| - Rent | | |
| Dr.Parthasarthy Ghose | 72.00 | - |
| -Remuneration | | |
| Arjun Ghose | - | 744.58 |
| Rijoy Ghose | 1479.13 | 420.00 |
| -Professional Charges | | |
| Bhavya Ramakrishnan | 140.24 | 98.17 |
| Balance Outstanding as at the end of the year. | | |
| Payable | 12,950.68 | 20,955.59 |
| Receivable | 3,119.09 | 5,012.89 |

41. Analytical Ratios

(Rupees in Thousands)

| Ratio | Measured in | Numerator | Denominator | March 31,2023 | March 31,2022 | Variance |
|----------------------------------|-------------|---|---|---------------|---------------|----------|
| Current ratio | times | Current assets | Current liabilities | 3.01 | 2.99 | 0.67 |
| Debt-equity ratio | times | Debt | Total Equity | 0.00 | 0.00 | - |
| Debt service coverage ratio | times | Earnings before Interest, Tax and Exceptional Items | Interest Expenses+Principal Repayments made during the year for long term loans | 0.00 | 0.00 | - |
| Return on Equity | % | Profit after Tax | Average Total Equity | 27.33% | 7.07% | 286.74% |
| Inventory turnover ratio | times | Revenue from operations | Average Inventory | 2.14 | 1.61 | 33.37% |
| Trade receivables turnover ratio | times | Revenue from operations | Average trade receivables | 8.17 | 4.35 | 87.88% |
| Trade payables turnover ratio | times | Cost of Material Consumed +Purchases of Stock-in-Trade+Other Expenses | Average trade payables | 4.63 | 1.93 | 140.37% |
| Net capital turnover ratio | times | Revenue from operations | Working Capital (Current Assets-Current Liabilities) | 1.91 | 1.13 | 70.00% |
| Net profit ratio | % | Profit after Tax | Revenue from operations | 17.73% | 7.68% | 130.83% |
| Return on capital employed | % | Earnings before interest and tax | Capital employed | 37.72% | 8.5% | 320.16% |

Reasons for variation in ratio by 25% or more as compare to preceding year:

- Return on Equity Ratio :** Return on Equity (ROE) is a measure of profitability of a Company expressed in percentage. It is calculated by dividing total income by average shareholder's equity. There is variance in this ratio as there is profit in current year is higher compared to in preceding year.
- Inventory Turnover Ratio:** measures the efficiency with which a Company utilizes or manages its inventory. It establishes the relationship between sales and average inventory held during the period. It is calculated by dividing turnover by average inventory. There is variance in this ratio is primarily on account of increase in Sales.
- Trade Receivable Turnover Ratio:** Trade Receivable Turnover Ratio measures the efficiency at which the Company is managing the receivables. The ratio shows how well a Company uses and manages the credit it extends to customers and how quickly that short-term debt is collected or is paid. It is calculated by dividing turnover by average trade receivables. There is variance in this ratio primarily on account of increase in Trade Receivable.

NOTES ON FINANCIAL STATEMENT

- d) **Trade Payable Turnover Ratio:** Trade Payable Turnover Ratio measures the efficiency at which the Company is managing the payables. The ratio shows how well a Company uses and manages the credit extended to it by its vendors. It is calculated by dividing turnover by average trade payables. There is variance in this ratio primarily on account of increase in Trade Payables.
- e) **Net Capital Turnover Ratio:** Net Capital Turnover Ratio indicates a company's effectiveness in using its working capital. There is variance in this ratio is primarily on account of increased working capital.
- f) **Net Profit Ratio:** The Net Profit Margin is equal to how much Net Profit is generated as a percentage of revenue. It is calculated by dividing net profit by turnover. There is variance in Net profit ratio as there is higher profit in the current year to in preceding year.
- g) **Return on Capital Employed (ROCE)** indicates the ability of a Company's management to generate returns for both the debt holders and the equity holders. It measures a Company's profitability and the efficiency with which its capital is used. It is calculated by dividing profit before exceptional items, interest and tax by capital employed. Capital Employed = tangible net worth + total debt + deferred tax liability. There is variance in Capital Employed ratio as there is higher profit in the current year compared to in preceding year.

42. The Company came with an Initial Public Offer of equity shares on November 14, 2017 and closed on November 16, 2017. The Initial Public Offer was for 7,26,000 equity shares of face value of Rs. 10 each. The shares were offered to the public through the book building process at a price band of INR 51 to INR 54. The price of INR 54 was discovered under the book building process and the issue proceeds aggregated to INR 39,204.00. The shares of the company were listed on the National Stock Exchange of India Limited, EMERGE Platform on November 24, 2017. Out of the issue proceeds an amount of INR 5,889.00/-, is unutilized.

These unutilized amounts are held as fixed deposits with Punjab Maharashtra Bank.

On 23 September 2019, the RBI imposed operational restrictions on PMC Bank for six months. Due to this, the bank account holders are not allowed to withdraw funds from their accounts.

The Central Government has sanctioned the scheme of amalgamation of Punjab and Maharashtra Bank With Unity Small Finance Bank Limited ('UNITY BANK') with effect from January 25, 2022 and the entire undertaking of PMC Bank, all its business, assets and liabilities including deposits shall stand transferred to and vested in Unity Bank in terms of the scheme.

In pursuant to the scheme the balance amount of deposits shall be settled as follows:

i. 80 percent of the uninsured deposits outstanding (aggregate in various accounts) to the credit of each institutional depositor, shall be converted into Perpetual Non-Cumulative Preference Shares ('PNCPS') of Unity Bank. The PNCPS shall have dividend of One Percent (1%) per annum payable annually, on and from the appointed date. The PNCPS shall not be redeemed or convertible into equity shares of Unity Bank. After Ten years (10 years) from the appointed date, Unity Bank may at its sole discretion, consider additional benefits of such PNCPS at face value on a pro-rata basis, subject to receipt of approval from the RBI.

II. The remaining 20 percent amount of the uninsured deposits outstanding to the credit of each institution depositor will be converted into equity warrants of Unity Bank at a price of INR 1 per warrant. These equity warrants will be converted into equity shares of Unity Bank at the time of INITIAL Public Offers (IPO) of Unity Bank. The price of such conversion will be determined at the lower band of the IPO price.

43. Company has given an advance of INR 12,00.00 to an agency in relation to setting up an Export Unit in SEZ. The scope of the agency was to provide consultancy and guidance in this relation. However due to the unfortunate demise of the working partner of the agency, the process has since then been discontinued. The company has initiated recovery of the said amount through legal process.

44. Previous Year's figures have been regrouped/reclassified to conform to the current year's presentation, wherever necessary

For KUMBHAT & CO.
Chartered Accountants
Firm Reg. No. : 001609S

Gaurang C. Unadkat
Partner
Membership No. 131708

Place: Mumbai
Dated: May 24, 2023

For Pulz Electronics Limited

Ramakrishnan M.K.
Chairman & Director
DIN: 00194891

Anirvan Ghose
Managing Director
DIN: 00188496

Mihir Doshi
Chief Financial Officer

Sneha Mundra
Company Secretary
& Compliance Officer

Place: Mumbai
Dated: May 24, 2023



CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

INDEPENDENT AUDITORS' REPORT

**To the Members of
Pulz Electronics Limited**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Pulz Electronics Limited** (“the Company”), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss and Cash Flow Statement 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 financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023 and its profit and its cash flows for the year ended on that date.

Basis for opinion

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

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

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to Report that fact. We have nothing to Report in this regard.

INDEPENDENT AUDITORS' REPORT

Responsibility of Management and Those Charge with Governance for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financials position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India including the other accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the 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.

INDEPENDENT AUDITORS' REPORT

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our Report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

INDEPENDENT AUDITORS' REPORT

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of separate financial statements of the subsidiary Company, we report to the extent applicable that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent, subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.
 - g) As per information and explanation given by the management, the internal financial controls reporting is not applicable to the Company as condition specified under section 143(3) of the Companies Act. 2013 are satisfied.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company has not entered any long-term contracts including derivative contracts for which there were any material foreseeable losses, as required under the applicable law or Indian Accounting Standards.

INDEPENDENT AUDITORS' REPORT

- iii. There has been no delay in transferring the 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 person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in or her persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented , that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding , whether recorded in writing or otherwise, that the Company shall, whether , directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries ") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e), as provided under (a) and (b) above, contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the year hence no compliance is required with Section 123 of the Companies Act 2013.
2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the consolidated financial statements.

For KUMBHAT & CO.
Chartered Accountants
Firm Regn. No. 001609S

Gaurang C. Unadkat
Partner

Mem.No. 131708

UDIN: 23131708BGWGQ2183

Place: Mumbai
Dated: May 24, 2023

BALANCE SHEET

As at 31st March, 2023

PULZ ELECTRONICS LIMITED CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2023

| Particular | Note No. | AS AT March 31,2023 (Rupees in Thousands) | AS AT March 31,2022 (Rupees in Thousands) |
|--|-----------|---|---|
| EQUITY AND LIABILITIES | | | |
| Shareholders' funds | | | |
| (a) Share capital | 2 | 109,040 | 54,520 |
| (b) Reserves and surplus | 3 | 100,286 | 87,976 |
| | | 209,326 | 142,496 |
| Non-current liabilities | | | |
| (a) Long-term borrowings | 4 | 1,116 | 0 |
| (b) Deferred tax liabilities (net) | 5 | 533 | 825 |
| (c) Other long-term liabilities | 6 | 9,926 | 4,638 |
| | | 11,575 | 5,463 |
| Current liabilities | | | |
| (a) Short-term borrowings | 7 | 0 | 0 |
| (b) Trade payables | 8 | | |
| (i) Due to Micro & Small enterprises | | 1,162 | 363 |
| (ii) Others | | 49,803 | 44,388 |
| (c) Other current liabilities | 9 | 36,669 | 26,830 |
| (d) Short-term provisions | 10 | 12,393 | 3,134 |
| | | 100,027 | 74,714 |
| | | 320,928 | 222,673 |
| ASSETS | | | |
| Non-current assets | | | |
| (a) Property, Plant & Equipments | 11 | | |
| (i) Tangible assets | | 30,953 | 20,537 |
| (ii) Intangible assets | | 4,645 | 6,506 |
| (ii) Capital work-in-progress | | 6,882 | 3,007 |
| | | 42,479 | 30,051 |
| (b) Non-current investments | 12 | 9,016 | 0 |
| (c) Other non-current assets | 13 | 734 | 1,316 |
| Current assets | | | |
| (a) Inventories | 14 | 145,052 | 90,453 |
| (b) Trade receivables | 15 | 45,658 | 28,100 |
| (c) Cash and cash equivalents | 16 | 20,849 | 38,197 |
| (d) Short-term loans and advances | 17 | 57,139 | 34,557 |
| | | 268,698 | 191,306 |
| | | 320,928 | 222,673 |
| Significant Accounting Policies Notes on Financial Statements | 1 2-45 | | |

As per our report of even date attached

For KUMBHAT & CO.

Chartered Accountants
Firm Reg. No. : 001609S

Gaurang C. Unadkat
Partner
Membership No. 131708

Place: Mumbai
Dated: May 24, 2023

For and on behalf of the Board of Directors

Ramakrishnan M.K.
Chairman & Director
DIN: 00194891

Mihir Doshi
Chief Financial Officer

Place: Mumbai
Dated: May 24, 2023

Anirvan Ghose
Managing Director
DIN: 00188496

Sneha Mundra
Company Secretary
& Compliance Officer

STATEMENT OF PROFIT & LOSS

For the year ended 31st March, 2023

PULZ ELECTRONICS LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2023

| Particular | Note No. | For the year ended March 31,2023 (Rupees in Thousands) | For the year ended March 31,2022 (Rupees in Thousands) |
|---|----------|---|---|
| I Revenue From Operations | | | |
| Revenue From Operations | 18 | 448,864 | 197,067 |
| Other Income | 19 | 10,819 | 5,976 |
| Total Revenue | | 459,682 | 203,043 |
| Expenses: | | | |
| Cost Of Goods Sold | 20 | 85,038 | 37,532 |
| Purchase of Stock in Trade | 21 | 183,047 | 78,665 |
| Changes In Inventories | 22 | -14,094 | -993 |
| Manufacturing Expenses | 23 | 15,884 | 8,875 |
| Employee Benefit Expense | 24 | 23,544 | 22,210 |
| Finance Costs | 25 | 600 | 414 |
| Depreciation And Amortization Expense | 26 | 7,113 | 5,101 |
| Other Expenses | 27 | 66,613 | 34,325 |
| II Total Expenses | | 367,744 | 186,130 |
| III Profit Before Exceptional And Extraordinary Items And Tax (I - II) | | 91,938 | 16,913 |
| Prior Period Expenses | | 0 | 84 |
| IV Profit Before Tax (II-III) | | 91,938 | 16,830 |
| Tax Expense | | | |
| V Current Tax | | 24,800 | 3,875 |
| VI Earlier Years Tax | | 0 | 0 |
| VII Deferred Tax | | 292 | 174 |
| VIII Excess / Short Provision (IT) For Earlier Years | | 0 | 0 |
| IX Dividend FY 18-19 | | 0 | 0 |
| X Profit (Loss) For The Period (IV-V-VI-VII) | | 67,430 | 3,128 |
| Earning Per Equity Share | | | |
| Basic & Diluted | | 6.18 | 2.41 |
| Significant Accounting Policies | 1 | | |
| Notes on Financial Statement | 2-45 | | |

As per our report of even date attached
For KUMBHAT & CO.
Chartered Accountants
Firm Reg. No. : 001609S

Gaurang C. Unadkat
Partner
Membership No. 131708

Place: Mumbai
Dated: May 24, 2023

For and on behalf of the Board of Directors

Ramakrishnan M.K.
Chairman & Director
DIN: 00194891

Mihir Doshi
Chief Financial Officer

Place: Mumbai
Dated: May 24, 2023

Anirvan Ghose
Managing Director
DIN: 00188496

Sneha Mundra
Company Secretary
& Compliance Officer

CASH FLOW STATEMENT

For the year ended 31st March, 2023

PULZ ELECTRONICS LIMITED

Consolidated Cash flow statement for the year ended 31st March 2023.

(Rupees in Thousands)
31st March, 2023 31st March, 2022

Cash flow from operating activities

| | | |
|---|---------------|---------------|
| Profit/(loss) before tax | 91,938 | 16,830 |
| Non-cash adjustments to reconcile profit before tax to net cash flows | | |
| Depreciation | 7,113 | 5,101 |
| Finance Cost | 600 | 414 |
| Operating profit/(loss) before working capital changes | 99,651 | 22,345 |
| Movements in working capital: | | |
| Increase/(decrease) in other Long Term liabilities | 5,288 | 119 |
| Increase/(decrease) in short term borrowings | 0 | 0 |
| Increase/(decrease) in trade payables | 6,215 | 6,669 |
| Increase/(decrease) in other current liabilities | 9,839 | 5,961 |
| Increase/(decrease) in short term provision | 9,259 | 3,025 |
| Decrease/(increase) in Non-current Investment | -9,016 | 0 |
| Decrease/(increase) in Other Non-current Assets | 582 | 881 |
| Decrease/(increase) in Inventories | -54,599 | 1,848 |
| Decrease/(increase) in trade receivables | -17,559 | -9,540 |
| Decrease/(increase) in short-term loans and advances | -22,582 | -8,821 |
| Cash generated from Operations | 27,077 | 22,488 |
| Direct taxes paid - | -24,800 | -3,875 |
| Net Cash from Operating Activities (A) | 2,277 | 18,613 |

Cash flows from investing activities

| | | |
|--|----------------|---------------|
| Sale/(Purchase) of Fixed Assets | -19,541 | -3,636 |
| Net cash flow from/(used in) investing activities (B) | -19,541 | -3,636 |

Cash flow from financing activities

| | | |
|--|------------|-------------|
| Acceptance / (Repayment) of Loan | 1,116 | 0 |
| Finance Cost | -600 | -414 |
| Issue of Equity Shares | 54,520 | 0 |
| Issue of Bonus Equity Shares (from Share premium) | -54,520 | 0 |
| Dividend FY 22-23 | -55 | 0 |
| Dividend Distribution Tax | -545 | 0 |
| Net cash flow from/(used in) financing activities (C) | -84 | -414 |

| | | |
|--|---------------|---------------|
| Net increase/(decrease) in cash and cash equivalents (A+B+C) | -17,349 | 14,563 |
| Cash and cash equivalents at the beginning of the year | 38,197 | 23,634 |
| Cash and cash equivalents at the end of the year | 20,849 | 38,197 |

As per our report of even date attached
For KUMBHAT & CO.
Chartered Accountants
Firm Reg. No. : 001609S

Gaurang C. Unadkat
Partner
Membership No. 131708

Place: Mumbai
Dated: May 24, 2023

For and on behalf of the Board of Directors

Ramakrishnan M.K.
Chairman & Director
DIN: 00194891

Mihir Doshi
Chief Financial Officer

Place: Mumbai
Dated: May 24, 2023

Anirvan Ghose
Managing Director
DIN: 00188496

Sneha Mundra
Company Secretary
& Compliance Officer

NOTES ON FINANCIAL STATEMENT

PULZ ELECTRONICS LIMITED

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles (GAAP) in India under the historical cost convention on accrual basis and in accordance with Accounting Standards prescribed under section 133 of the companies Act, 2013.

The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those followed in the previous year. In the opinion of the Management, based on the analysis of the significant transactions at joint ventures, no material adjustments are required to be made to comply with group accounting policies / Indian GAAP.

Subsidiary/Joint Venture

| Name of the Companies | Percentage of shareholding |
|---|----------------------------|
| R & S Electronics Systems India Pvt. Ltd. | 99.98% |

a) Principles of consolidation

1. The Financial statements of the company and its Subsidiary Company is combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, incomes and expenses, after eliminating material intragroup balances and intra-group transactions resulting in unrealized profits or losses in accordance with Accounting Standard (AS21) "Consolidated Financial Statements".

2. As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and appropriate adjustments are made to the financial statements of the Subsidiary when they are used in preparing the consolidated financial statements that are presented in the same manner as the Company's separate financial statements.

NOTES ON FINANCIAL STATEMENT

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements are prepared under the historical cost convention, in accordance with applicable accounting standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provision of the Companies Act, 2013 as applicable.

The accounts have been prepared on a going concern basis under historical cost convention.

Accounting policies not specifically referred to otherwise are in consonance with generally accepted accounting principles followed by the Company.

2. PROPERTY, PLANT & EQUIPMENTS

Fixed Assets are recorded at cost of acquisition inclusive of all relevant levies and other incidental expenses. They are stated at historical cost.

Depreciation on fixed assets is being provided on Straight Line Method as per the useful life prescribed in Schedule II of the Companies Act, 2013. Depreciation in respect of addition to fixed assets is provided on pro-rata basis from month to month in which such assets acquired/installed.

Depreciation on fixed assets sold, discarded or demolished during the year is being provided at their respective rate up to the month in which such assets are sold, discarded or demolished.

3. INVESTMENTS

Investments are Long-term, unless stated otherwise and are stated at cost except where there is diminution in value other than temporary, in which case a provision is made to the carrying value to recognize the diminution.

4. INVENTORIES

Inventories are valued at lower of cost (FIFO) basis or net realizable value.

i) Raw materials, Packing materials and consumables are valued at cost using First-in-First Out method. The cost of Raw materials and consumables includes cost of purchases after adjusting for GST, direct expenses and other cost incurred in bringing the inventories to their present location and condition.

ii) Work in Progress goods has been identified as such depending upon stage of completion of finished goods technically determined by the management. Work in Progress goods are valued at raw materials cost as calculated above plus weighted average cost of production including appropriate proportion of cost of conversion to the extent of process, which is estimated and certified by the management.

iii) Finished goods are valued at lower of cost or net realisable value. Finished goods are valued based on weighted average cost of production, including appropriate proportion of cost of conversion.

NOTES ON FINANCIAL STATEMENT

5. FOREIGN CURRENCY TRANSACTIONS.

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Foreign Currency denominated assets and liabilities at the balance sheet date is translated at the exchange rate prevailing on the date of balance sheet.

6. REVENUE FROM OPERATIONS

1) Sales are exclusive of GST and are stated net of discounts and commission. Sale of products is recognized when risk and rewards of ownership of the products are passed on to the customers, which is generally on dispatch of goods. Returns against sales and price difference are recognized as and when ascertained and are netted from the amount of sales for the year. Rebates, discounts and commission are accounted for to the extent that these are due and/or reasonably ascertainable.

7. EMPLOYEE BENEFITS

Company's contribution to recognized provident fund is defined contribution plan and is charged to the Profit and Loss Account on accrual basis. There are no other obligations than the contribution payable to the fund.

Contribution to gratuity fund is defined benefit obligation and is provided for on basis of an actuarial valuation on projected accrued benefit method made at the end of each financial year.

Employees are allowed to accumulate only seven days of earned leave .Any leaves above seven days shall be encashed at every 31st December of the year.

8. EARNINGS PER SHARE

Basic earning per share is computed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted earning per share is computed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, if any.

9. ACCOUNTING FOR TAXES ON INCOME

Tax expense comprises of current and deferred tax. Provision for current tax is made, based on the tax payable under the Income-tax Act, 1961. Deferred tax assets and liabilities from timing differences between taxable income and accounting income is accounted for using the tax rates and the tax laws enacted or substantially enacted as on the balance sheet date.

10. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The Company recognizes as provisions, the liabilities being present obligation arising out of past events, the settlement of which is expected to result in an outflow of resources which can be measure only by using a substantial degree of estimation.

Contingent liabilities are disclosed by way of notes to the financial statements after careful evaluation by the management of the facts and the legal aspects of the matter involved.

Contingent assets are neither recognized nor disclosed.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

PULZ ELECTRONICS LIMITED

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

| NOTE No. | PARTICULARS | AS AT March 31, 2023 (Rupees in Thousands) | AS AT March 31,2022 (Rupees in Thousands) |
|----------|---|--|---|
| 2 | SHARE CAPITAL | | |
| | Authorised Share Capital | 110,000 | 110,000 |
| | 11,000,000 Equity Shares of Rs.10 each (Previous Year 11,000,000 Equity Shares of Rs.10 each) | | |
| | Issued, Subscribed and Paid up | 109,040 | 54,520 |
| | 10,904,000 Equity Shares of Rs.10 each (Previous Year 5,452,000 Equity Shares of Rs.10 each) | | |
| | TOTAL | 109,040 | 54,520 |
| i) | Out of the above, 54,52,000 Shares were allotted as bonus in the year 2022-23, 27,26,000 Shares were allotted as bonus in the year 2019-20 & 15,00,000 Shares were allotted as bonus shares in the year 2016-17 | | |
| ii) | Details of Shares held by Shareholders holding more than 5% of the aggregate shares in the Company | | |
| | | AS AT MARCH 31, 2023 | AS AT MARCH 31, 2023 |
| | Name of the Shareholder | No. of Shares held % | No. of Shares held % |
| | Ramakrishnan M.K | 5,199,952 47.6885% | 2,599,976 47.6885% |
| | Anirvan Ghose | 2,799,968 25.6784% | 1,399,984 25.6784% |
| | Relatives of Directors | 80 0.0007% | 40 0.0007% |
| | Public | 2,904,000 26.6324% | 1,452,000 26.6324% |
| | Total | 10,904,000 100% | 5,452,000 100% |
| iii) | All the Equity Shares are having one vote per share | | |
| iv) | Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period: | | |
| | Equity shares | | |
| | Equity Shares at the beginning of the year | 5,452 | 5,452 |
| | Add : Issue of bonus shares | 5,452 | 0 |
| | Equity shares at the end of the year | 10,904 | 5,452 |
| 3 | RESERVES AND SURPLUS | | |
| | (a) Surplus/(Deficit) in Statement of Profit & Loss | | |
| | Opening Balance | 87,976 | 74,847 |
| | Add: profit/Loss during the year | 67,430 | 13,128 |
| | Less: Bonus shares | 54,520 | 0 |
| | Less: Interim Dividend FY 22-23 | 545 | 0 |
| | Less: Dividend Distribution Tax AY 23-24 | 55 | 0 |
| | | 0 | 0 |
| | Closing Balance | 100,286 | 87,976 |
| 4 | LONG TERM BORROWINGS | | |
| | Term Loans (Secured) | | |
| | - From Others | | |
| | - Vehicle Loan from HDFC Bank Ltd. | 1,116 | 0 |
| | TOTAL | 1,116 | 0 |

1. Vehicle Loan from HDFC Bank Ltd.- secured by way of Hypothecation of Motor Car acquired under the loan

Maturity Profile of Secured Term Loan are set out as below

| | Maturity Profile | | | |
|--------------------------------|------------------|----------|----------|----------------|
| | 1 year | 2 years | 3 years | Beyond 3 years |
| Term Loan -from HDFC Bank Ltd. | 4,44,852 | 4,44,852 | 4,44,852 | 2,25,930 |

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

| | | | |
|---|--|---------------|---------------|
| 5 | Deferred Tax Liabilities (Net) (Refer Note No.35) | 533 | 825 |
| | TOTAL | 533 | 825 |
| 6 | OTHER LONG TERM LIABILITIES | | |
| | - Gratuity (Refer Note No.31) | 4,450 | 4,638 |
| | - Other | 5,476 | |
| | TOTAL | 9,926 | 4,638 |
| 7 | SHORT TERM BORROWINGS | | |
| | Loans & Advances | | |
| | Secured | | |
| | 1. From Banks | | |
| | -Cash Credit - Axis Bank | - | - |
| | (secured by exclusive charge on Current Asset & Movable Fixed Asset of company and equitable mortgage of Factory Building) | | |
| | TOTAL | - | - |
| 8 | TRADE PAYABLES | | |
| | For Supplies / Services | | |
| | a) Due to Micro & Small enterprises | 1,162 | 363 |
| | b) Others | 49,803 | 44,388 |
| | TOTAL | 50,965 | 44,750 |

Trade Payables ageing schedule as at March 31,2023

| Particulars | Outstanding for following periods from due date of payment | | | | Total |
|------------------------|--|-----------|-----------|-------------------|---------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| 1.MSME | 1,162 | - | - | - | 1,162 |
| 2.Others | 49,803 | - | - | - | 49,803 |
| 3.Disputed dues-MSME | - | - | - | - | - |
| 4.Disputed dues-Others | - | - | - | - | - |
| TOTAL | 50,965 | - | - | - | 50,965 |

Trade Payables ageing schedule as at March 31,2022

| Particulars | Outstanding for following periods from due date of payment | | | | Total |
|------------------------|--|-----------|-----------|-------------------|---------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| 1.MSME | 363 | - | - | - | 363 |
| 2.Others | 44,382 | 6 | - | - | 44,388 |
| 3.Disputed dues-MSME | - | - | - | - | - |
| 4.Disputed dues-Others | - | - | - | - | - |
| Total | 44,745 | 6 | - | - | 44,750 |

| | | | |
|----|---|---------------|---------------|
| 9 | OTHER CURRENT LIABILITIES | | |
| | - Current maturities of Long Term Borrowings(Refer Note No.4) | 445 | - |
| | - Advance Received from Customers | 31,139 | 22,926 |
| | - Other Liabilities | 5,086 | 3,904 |
| | (Includes Statutory Dues of Rs.1,561,349 (Prevoius Year Rs.1,751,941)) | | |
| | TOTAL | 36,669 | 26,830 |
| 10 | SHORT TERM PROVISIONS | | |
| | For Leave Encashment (Refer Note No.31) | 486 | 440 |
| | For Bonus | 1,049 | 988 |
| | For Gratuity (Refer Note No.31) | 681 | 116 |
| | For Advance Tax net of provisions | 10,176 | 1,589 |
| | TOTAL | 12,393 | 3,134 |

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

PULZ ELECTRONICS LIMITED

Note 11

CONSOLIDATED PROPERTY, PLANT & EQUIPMENTS

(Rupees in Thousands)

| DESCRIPTION | GROSS BLOCK | | | | | DEPRECIATION | | | | | Net Block | |
|---------------------------------|-------------------------|--------------------------|---------------------------|--------------------------|-------------------------|--------------|----------------------------|--|--------------------------|--------------------------|--------------------------|--------------------------|
| | As At 1st April,2022 | Additions during year | Deductions during year | As At 31st March,2023 | As At 1st April,2022 | For the year | Deductions/ Adjustments | Deductions on account of sale of asset | Up to 31st March,2023 | As At 31st March,2023 | As At 31st March,2021 | As At 31st March,2021 |
| Tangible Assets | | | | | | | | | | | | |
| Land at Palghar | 0 | 0 | - | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Office Premises at Palghar | 929 | 0 | 0 | 929 | 158 | 13 | 0 | 0 | 171 | 758 | 771 | 771 |
| Factory Building | 12,085 | 0 | 0 | 12,085 | 3,150 | 382 | 0 | 0 | 3,532 | 8,563 | 8,935 | 8,935 |
| Factory Shed | 2,939 | 30 | 0 | 2,969 | 750 | 94 | 0 | 0 | 843 | 2,126 | 2,189 | 2,189 |
| Plant and Machinery | 10,809 | 0 | 0 | 10,809 | 7,128 | 1,663 | 0 | 0 | 8,791 | 2,019 | 3,682 | 3,682 |
| Electrical Installation | 1,482 | 0 | 0 | 1,482 | 832 | 95 | 0 | 0 | 927 | 555 | 650 | 650 |
| Lift at Palghar | 567 | 0 | 0 | 567 | 297 | 36 | 0 | 0 | 333 | 234 | 270 | 270 |
| Paint Booth at Palghar | 326 | 0 | 0 | 326 | 168 | 21 | 0 | 0 | 188 | 137 | 158 | 158 |
| Computer Systems | 3,001 | 242 | 0 | 3,242 | 2,719 | 127 | 0 | 0 | 2,846 | 397 | 282 | 282 |
| Software | 3,260 | 251 | 0 | 3,510 | 2,021 | 467 | 0 | 0 | 2,488 | 1,023 | 1,239 | 1,239 |
| Motor Car | 3,419 | 2,964 | 0 | 6,382 | 3,152 | 492 | 0 | 0 | 3,644 | 2,738 | 267 | 267 |
| Motor Cycle | 63 | 106 | 0 | 169 | 47 | 8 | 0 | 0 | 55 | 114 | 16 | 16 |
| Furniture and Fixtures | 2,022 | 171 | 0 | 2,193 | 1,124 | 189 | 0 | 0 | 1,312 | 881 | 898 | 898 |
| Office Equipments | 1,360 | 436 | 0 | 1,795 | 1,151 | 137 | 0 | 0 | 1,288 | 508 | 209 | 209 |
| Equipments | 0 | 10,434 | 0 | 10,434 | 0 | 994 | 0 | 0 | 994 | 9,440 | | |
| Tools and Equipments | 2,780 | 1,034 | 0 | 3,815 | 1,809 | 534 | 0 | 0 | 2,343 | 1,472 | 971 | 971 |
| Total A | 45,041 | 15,667 | 0 | 60,707 | 24,503 | 5,251 | 0 | 0 | 29,754 | 30,953 | 20,537 | 20,537 |
| Intangible Assets | | | | | | | | | | | | |
| Technical Know-How | 10,450 | 0 | 0 | 10,450 | 3,944 | 1,861 | 0 | 0 | 5,806 | 4,645 | 6,506 | 6,506 |
| Total B | 10,450 | 0 | 0 | 10,450 | 3,944 | 1,861 | 0 | 0 | 5,806 | 4,645 | 6,506 | 6,506 |
| Capital Work-in-Progress | | | | | | | | | | | | |
| Capital WIP | 3,007 | 3,875 | 0 | 6,882 | 0 | 0 | 0 | 0 | 0 | 6,882 | 3,007 | 3,007 |
| Total C | 3,007 | 3,875 | 0 | 6,882 | 0 | 0 | 0 | 0 | 0 | 6,882 | 3,007 | 3,007 |
| Grand Total (A+B+C) | 58,498 | 19,541 | 0 | 78,040 | 28,448 | 7,113 | 0 | 0 | 35,560 | 42,479 | 30,051 | 30,051 |
| Previous Year | 54,862 | 6,535 | 2,899 | 58,498 | 23,346 | 5,101 | 0 | 0 | 28,448 | 30,051 | 31,516 | 31,516 |

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

PULZ ELECTRONICS LIMITED

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

| NOTE No. | PARTICULARS | AS AT March 31,2023 (Rupees in Thousands) | AS AT March 31,2022 (Rupees in Thousands) |
|-----------|---|---|---|
| 12 | <u>NON CURRENT INVESTMENTS</u> | | |
| | Unquoted | | |
| | Investments in Equity in Subsidiary - R & S Electronics Systems India Pvt. Ltd. (9998 Equity shares of Rs. 10/- each fully paid) | 0 | - |
| | Shares & Warrants In Unity Small Finance Bank Limited | 9,016 | - |
| | TOTAL | 9,016 | 592 |
| 13 | <u>OTHER NON CURRENT ASSETS</u> | | |
| | Security deposits (Unsecured, considered good) | 734 | 724 |
| | GST Receivable | 0 | 0 |
| | TOTAL | 734 | 1,316 |
| 14 | <u>INVENTORIES</u> | | |
| | Raw-Materials | 93,891 | 53,386 |
| | Finished Goods | 9,398 | 11,156 |
| | Traded Goods | 41,762 | 25,911 |
| | TOTAL | 145,052 | 90,453 |
| 15 | <u>TRADE RECEIVABLES (UNSECURED, CONSIDERED GOOD)</u> | | |
| | (a) Over six months from the due date | 17,029 | 3,532 |
| | (b) Others considered good | 28,629 | 24,568 |
| | TOTAL | 45,658 | 28,100 |

Trade Receivables ageing schedule as at March 31,2023

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|---|--|------------------|--------------|--------------|-------------------|---------------|
| | Less than 6 months | 6 months 1 years | 1-2 years | 2-3 years | More than 3 years | |
| 1.Undisputed trade receivables - considered good | 28,629 | 13,337 | 766 | 568 | 2,358 | 45,658 |
| 2.Undisputed trade receivables - credit impaired | - | - | - | - | - | - |
| 3.Disputed trade receivables - considered good | - | - | - | - | - | - |
| 4.Disputed trade receivables - credit impaired | - | - | - | - | - | - |
| Total | 28,629 | 13,337 | 766 | 568 | 2,358 | 45,658 |
| Trade Receivables ageing schedule as at March 31,2022 | | | | | | |
| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
| | Less than 6 months | 6 months 1 years | 1-2 years | 2-3 years | More than 3 years | |
| 1.Undisputed trade receivables - considered good | 3,532 | 21,143 | 1,318 | 1,304 | 802 | 28,100 |
| 2.Undisputed trade receivables - credit impaired | - | - | - | - | - | - |
| 3.Disputed trade receivables - considered good | - | - | - | - | - | - |
| 4.Disputed trade receivables - credit impaired | - | - | - | - | - | - |
| Total | 3,532 | 21,143 | 1,318 | 1,304 | 802 | 28,100 |

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

AS AT
March 31, 2023
(Rupees in Thousands)

AS AT
March 31, 2022
(Rupees in Thousands)

| | | | |
|-----------|---|---------------|---------------|
| 16 | <u>CASH AND CASH EQUIVALENTS</u> | | |
| | Cash On Hand | 20 | 77 |
| | <u>Balance With Bank</u> | | |
| | In Current Account | 20,013 | 27,015 |
| | In Fixed Deposit Account (Refer Note No.41) | 816 | 11,106 |
| | TOTAL | 20,849 | 38,197 |
| 17 | <u>SHORT TERM LOANS & ADVANCES</u> | | |
| | <u>(a) Prepaid expenses</u> | 232 | 633 |
| | | 232 | 633 |
| | <u>(b) Others</u> | | |
| | i) Advance given to Trade Creditors | 11,399 | 8,202 |
| | ii) Balance with Government Authorities | 3,442 | 109 |
| | iii) Advance Given to Employees | 633 | 291 |
| | iv) Advance Recoverable in cash or in kind | 41,433 | 25,322 |
| | | 56,908 | 33,924 |
| | TOTAL | 57,139 | 34,557 |

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

| | AS AT March 31, 2023 (Rupees in Thousands) | AS AT March 31, 2022 (Rupees in Thousands) |
|--|--|--|
| 18 Revenue From Operations | | |
| a Sale Of Products | | |
| Manufacturing | 185,651 | 84,236 |
| Trading | 245,693 | 101,859 |
| b Sale Of Services | 17,521 | 10,973 |
| Net Revenue From Operations | 448,864 | 197,067 |
| 19 Other Income: | | |
| Duty Drawback | 204 | 155 |
| Rental Income on Equipment | 616 | 0 |
| Bank Interest received on Fixed Deposits | 160 | 413 |
| Exchange Rate Difference | 865 | 0 |
| Other Non - Operating Income | | |
| Freight & Forwarding (Local) - Income | 8,255 | 3,155 |
| Sales-Freight Forwarding Export | 693 | 372 |
| Services - Others | 0 | 1,700 |
| Profit and Loss on sale of Fixed Assets | 0 | 0 |
| MEIS Licence Duty Credit | 0 | 117 |
| Amounts Written Back | -92 | 0 |
| Misc.Income | 119 | 64 |
| | 10,819 | 5,976 |
| 20 Cost Of Materials Consumed: | | |
| Purchases Raw-Materials | 125,543 | 34,691 |
| Add: Opening Balance Of Stock | 53,386 | 56,227 |
| Less: Closing Balance Of Stock | 93,891 | 53,386 |
| Consumption Of Materials | 85,038 | 37,532 |
| 21 Purchases Of Traded Goods/Stock In Trade | 183,047 | 78,665 |
| | 183,047 | 78,665 |
| 22 Changes In Inventories: | | |
| a Finished Goods | | |
| At The Beginning Of The Year | 11,156 | 14,353 |
| At The End Of The Year | 9,398 | 11,156 |
| | 1,757 | 3,197 |
| b Stock-In-Trade | | |
| At The Beginning Of The Year | 25,911 | 21,721 |
| At The End Of The Year | 41,762 | 25,911 |
| | -15,851 | -4,190 |
| | -14,094 | -993 |
| 23 Manufacturing Expenses: | | |
| Salary and Wages | 12,824 | 7,149 |
| Labour Charges | 0 | 0 |
| Rent-Factory | 844 | 804 |
| Packing Charges (Local) | 339 | 26 |
| Freight and Forwarding | 876 | 266 |
| Fuel & Power Expenses | 310 | 127 |
| Electricity Expenses | 690 | 504 |
| | 15,884 | 8,875 |
| 24 Employee Benefit Expense: | | |
| Salaries & Wages | 17,686 | 17,017 |
| Bonus | 2,219 | 1,985 |
| Employer's Contribution to P.F. | 959 | 1,123 |
| Employer's Contribution to E.S.I.C. | 48 | 44 |
| Employer's Contribution to MLWF | 1 | 1 |
| Leave Encashment | 317 | 366 |
| Notice Pay - Staff | 0 | 11 |
| Staff Welfare | 709 | 1,008 |
| Rent Allowance | 142 | 84 |
| Ex-Gratia | 0 | 12 |
| Gratuity for Staff | 1,465 | 559 |
| | 23,544 | 22,210 |
| TOTAL | | |

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

| | | |
|--|--------------|---------------|
| 25 Financial Costs: | | |
| a | | |
| Interest Expense | | 0 |
| Interest on Car Loan | 118 | 64 |
| Interest on Bank OD, CC & Loan | 12 | 64 |
| | 130 | |
| b | | |
| Other Borrowing Costs | | 350 |
| Bank Charges | 470 | 350 |
| | 470 | 350 |
| | TOTAL | 600 |
| 26 Depreciation And Amortization Expense: | | |
| Depreciation | 7,113 | 5,101 |
| | 7,113 | 5,101 |
| 27 Other Expenses: | | |
| a Administrative Expense | | |
| Conveyance | 309 | 405 |
| Balances Written Back | 104 | 533 |
| Business Support Services | | 1,700 |
| Commission | | 0 |
| Donation | | 0 |
| <i>Electricity Charges - Office</i> | 431 | 444 |
| Freight Outward (Local) | 8,112 | 3,391 |
| Freight & Cartage (Export) | 173 | 151 |
| Insurance | 679 | 875 |
| Insurance Charges for Import | 105 | 53 |
| Insurance Charges for Export | 6 | 0 |
| Installation Charges | 2,665 | 2,507 |
| Postage & Courier Charges | 63 | 286 |
| Telephone Expenses | 473 | 259 |
| Loading /Unloading | 23 | 2 |
| Exchange Rate Difference | 0 | 149 |
| Office Expenses | 252 | 264 |
| Printing and Stationary | 614 | 209 |
| Professional Charges | 8,049 | 7,503 |
| Remuneration to Auditors-Audit Fees | 305 | 230 |
| Remuneration to Auditors-Tax Audit Fees | 143 | 20 |
| Remuneration to Directors | 8,103 | 4,387 |
| Director's Sitting Fees | 150 | 125 |
| Calibration Charges | 0 | 0 |
| Rates and Taxes | 68 | 58 |
| Rent - Office | 1,386 | 1,266 |
| Repair and Maintenance of Motor Car | 653 | 1,019 |
| Repair and Maintenance - General | 2,667 | 1,423 |
| Repair and Maintenance -Computers | 174 | 52 |
| Security Expenses | 1,005 | 948 |
| Supervision Charges | 373 | 299 |
| Misc Expenses | 424 | 131 |
| | 37,511 | 28,689 |
| b Selling & Distribution Expense | | |
| Advertisement Expenses | 13,707 | 114 |
| Exhibition & Business Promotion Expenses | 1,693 | 42 |
| Amazon Service Charges | 40 | 0 |
| Commission- Domestic | 7,060 | 2,284 |
| Commission- Foreign | 408 | 412 |
| Discount Given | 0 | 0 |
| Hotel and Accomodation | 938 | 704 |
| Transport Charges | 62 | 51 |
| Traveling Expenses- Domestic | 4,210 | 2,017 |
| Traveling Expenses- Foreign | 983 | 13 |
| | 29,102 | 5636 |
| | TOTAL | 66,613 |
| | | 34,325 |

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

28. The Company has entered in to cancellable leasing arrangement for its factory/ office premises and warehouse. The lease rental amounting to Rs.2,230.10/- (Previous year Rs. 2,070/-) has been included in the statement of Profit & Loss under the following heads

(Rupees in Thousands)

| Description | Note No. | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|------------------------|-------------|--------------------------------------|--------------------------------------|
| Manufacturing Expenses | Note No. 23 | 843.90 | 804 |
| Other Expenses | Note No. 27 | 1,386.20 | 1,266 |
| Total | | 2,230.10 | 2,070 |

29. Dues to Micro & Small Enterprises:

(Rupees in Thousands)

| Particulars | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---|--------------------------------------|--------------------------------------|
| The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year - Principal amount due to micro and small enterprises | 227.39 | 362 |
| The amounts of payments made to micro and small suppliers beyond the appointed day during each accounting year. | 227.39 | 362 |

On the basis of information and records available with the company, the above disclosures are made in respect of amounts due to the micro and small enterprises, who have registered with the relevant competent authorities.

30. Earnings per share:

The calculations of earnings per share (basic and diluted) are based on the earnings and number of shares as computed below:

(Rupees in Thousands)

| Particulars | For the year ended March 31, 2023 | For the year ended March 31, 2021 |
|-------------------------------|--------------------------------------|--------------------------------------|
| Profit/(Loss) after Tax | 67,430.07 | 13,128 |
| Weighted no. of equity shares | 10,904 | 10,904 |
| Earnings per share | 6.81 | 1.20 |

31. The particulars as required under the Accounting Standard-AS 15 of Employees Benefits are as under:

i. As Defined Contribution plan:

(Rupees in Thousands)

| Particulars | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--|--------------------------------------|--------------------------------------|
| Contribution to Employees Provident Fund | 1,864.51 | 1,319 |

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

ii. As Defined Benefit Plan

Following are the principle Actuarial Assumptions used for determining defined benefit obligation towards gratuity as of the Balance Sheet Dates.

| Particulars | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---------------------------------------|--------------------------------------|--------------------------------------|
| Retirement Age | 60 years | 60 years |
| Future Salary Rise | 6.00 % | 6.00 % |
| Rate of Discount | 7.49 % | 7.29 % |
| Method Used for Measuring Liabilities | Projected Unit Credit Method | Projected Unit Credit Method |

Current and Non-Current Liability:

(Rupees in Thousands)

| Particulars | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|-----------------------|--------------------------------------|--------------------------------------|
| Funding Status | Unfunded | Unfunded |
| Fund Balance | N.A | N.A |
| Current Liability | INR 681.41 | INR 115 |
| Non-Current Liability | INR 4,444.79 | INR 4,637 |

As per the Actuarial Valuation Report of Gratuity Liability, based on the above assumptions, gratuity liability as on March 31, 2023 works out to INR INR 5126.20 /-. The same has been provided in the books of accounts.

The company does not allow accumulation of leaves and the employees are allowed to encash maximum 12 days of the balance leave on December 31 every year. However during the current year the employees were allowed to encash all accumulated leaves available On March 31,2023.

By considering the materiality level of accumulation of leave balance, the company has not obtained the actuarial valuation as on March 31,2023 and has provided for the liability of the accumulated leave of INR 485.65/-.

32. Sundry Debtor and Creditors Balances are subject to confirmation, adjustments if any, will be made in the accounts on receipt of such confirmation.

33. The Company is listed on the SME platform of the National Stock Exchange of India Limited and the provisions of the IND AS as per rule 4 of the Companies (Indian Accounting Standards) Rules, 2015, Reconciliation of Profit and Loss and Reconciliation of Equity does not apply to the company and hence not reported.

34. a) Primary segment reporting (by business segments)

The company is in the business of developing and manufacturing high quality Audio Systems and the company's business falls within a single business segment of Audio Systems. Therefore disclosures under Accounting Standard 17- Segment Reporting are not reported separately.

b) Secondary segment reporting (by geographical segments)

Secondary segmental reporting is identified on the basis of the geographical location of the customers. The Company has identified India, South East Asian Countries and rest of the world as the geographical segments for secondary segmental reporting.

Geographical sales are segregated based on the location. All assets other than trade receivables and advances to suppliers are located in India. Similarly all capital expenditure is incurred towards fixed assets located in India.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

(Rupees in Thousands)

| Particulars | India | | South East Asian Countries | | Rest of the World | | Total | |
|---|---------------|---------------|----------------------------|---------------|-------------------|---------------|---------------|---------------|
| | 31 March 2023 | 31 March 2022 | 31 March 2023 | 31 March 2022 | 31 March 2023 | 31 March 2022 | 31 March 2023 | 31 March 2022 |
| Segment sales during the year | 448,817.20 | 179,143 | 43,814.35 | 17,640 | 2,661.90 | 283 | 448,863.68 | 197,067 |
| Segment assets as at the Balance Sheet date | 265,541.42 | 185,280 | 2262.50 | 5,732 | 893.08 | 293 | 268,697 | 191,306 |
| Addition to fixed assets during the year (including capital work-in-progress) | 19,541.40 | 6,534 | - | - | - | - | 19,541.40 | 6,534 |

35. Deferred tax is on account of following:

(Rupees in Thousands)

| | | As at March 31, 2022 | During the Year | As at March 31, 2023 |
|----|---|----------------------|-----------------|----------------------|
| a) | Deferred Tax Liabilities Difference between depreciation on block of assets | 920 | (280.43) | 639.57 |
| b) | Gross deferred tax liabilities | 920 | (280.43) | |
| c) | Deferred Tax Assets Provision for Gratuity & Leave Encashment | (95) | 11.45 | 106.45 |
| d) | Gross deferred tax assets | (95) | 11.45 | 106.45 |
| e) | Net Deferred Tax | 825 | 291.88 | 533.12 |

36. Value of Imported and indigenous raw materials, stores and spares consumed:

(Rupees in Thousands)

| Description | Current Year | | Previous Year | |
|-------------------------|--------------|------------------|---------------|---------------|
| | % | Value in INR | % | Value in INR |
| I) Raw Materials | | | | |
| -Imported | 63.26 | 53,795.09 | 53.96 | 20,252 |
| -Indigenous | 36.74 | 31,242.95 | 46.04 | 17,279 |
| | | 85,038.09 | | 37,532 |

37. CIF Value of Import of Raw Material INR 122,089.48 /-. (Previous year INR. 24,539/-).

38. Expenditure in foreign currency:

(Rupees in Thousands)

| Description | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---------------------|--------------------------------------|--------------------------------------|
| Travelling Expenses | 983.02 | 13.07 |
| Commission | - | - |

39. Earnings in Foreign Currency INR 46,476.25/- (Previous year INR 17,923.71/-)

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

40. Related party Disclosures as required by AS 18 of the Institute of Chartered Accountants of India is as follows:

I) Related Parties and Relationship.

(a) Company and Firm in which Directors and their relatives are Directors or Partners.

- i) Linear Electronics Private Limited.
- ii) R&S Electronics
- iii) R&S (India) Electronics Private Limited
- iv) R&S Electronics Systems India Private Limited

(b) Directors of the Company.

- i) Mr. Ramakrishnan M.K.
- ii) Mr. Anirvan Ghose
- iii) Mrs. Rumeeta Ghose

(c) Key Management Personnel:

- i) Mr. Ramakrishnan M.K.
- ii) Mr. Anirvan Ghose.
- iii) Mihir Doshi

(d) Relatives of the Director/s

- i) Dr. Parthasarthy Ghose
- ii) Kalyani Ghose
- iii) Bhavya Ramakrishnan

41. B) Transactions with Related Parties during the period

(Rupees in Thousands)

| Description | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--|--------------------------------------|--------------------------------------|
| Company and Firm in which Directors and their relatives are Directors or Partners: | | |
| - R&S Electronics. | | |
| i) Rent paid. | 586.05 | 971 |
| - R&S (India) Electronics Private Limited. | | |
| i) Purchases. | 0.25 | 39 |
| ii) Rent Paid | 843.9 | 803 |
| - R&S Electronics Systems India Private Limited | | |
| ii) Purchases. | 1,894.99 | 366 |
| ii) Sales (inclusive of tax) | 89,231.63 | 42,504 |
| iii) Services Sales | 1,031.30 | 3,903 |
| Remuneration to Director | | |
| - Ramakrishnan M.K | 4,312.16 | 3,347 |
| - Anirvan Ghose | 1,948.12 | 1,512 |
| - Rumeeta Ghose | 1,911 | 1,283 |

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

| | | |
|---|------------------|---------------|
| Relatives of the Director/s | | |
| - Rent | 72.00 | - |
| Dr.Parthasarthy Ghose | | |
| -Remuneration | - | 744 |
| Arjun Ghose | 1,479.13 | 420 |
| Rijoy Ghose | | |
| -Professional Charges | 140.24 | 98 |
| Bhavya Ramakrishnan | | |
| Balance Outstanding as at the end of the year. | | |
| Payable | 12,950.68 | 20,955 |
| Receivable | 3,119.09 | 5,012 |

42. Analytical Ratios

(Rupees in Thousands)

| Ratio | Measured in | Numerator | Denominator | March 31,2023 | March 31,2022 | Variance |
|----------------------------------|-------------|--|---|---------------|---------------|----------|
| Current ratio | times | Current assets | Current liabilities | 2.69 | 2.56 | 4.91% |
| Debt-equity ratio | times | Debt | Total Equity | 0.00 | 0.00 | - |
| Debt service coverage ratio | times | Earnings before Interest, Tax and Exceptional Items | Interest Expenses+Principal Repayments made during the year for long term loans | 0.00 | 0.00 | - |
| Return on Equity | % | Profit after Tax | Average Total Equity | 32.21% | 9.21% | 249.64% |
| Inventory turnover ratio | times | Revenue from operations | Average Inventory | 3.09 | 2.18 | 42.04% |
| Trade receivables turnover ratio | times | Revenue from operations | Average trade receivables | 9.83 | 7.01 | 40.18% |
| Trade payables turnover ratio | times | Cost of Material Consumed +Purchases of Stock- in-Trade+Other Expenses | Average trade payables | 6.57 | 3.36 | 95.24% |
| Net capital turnover ratio | times | Revenue from operations | Working Capital (Current Assets-Current Liabilities) | 2.66 | 1.69 | 57.44% |
| Net profit ratio | % | Profit after Tax | Revenue from operations | 15.02% | 6.66% | 125.50% |
| Return on capital employed | % | Earnings before interest and tax | Capital employed | 43.92% | 11.37% | 271.87% |

Reasons for variation in ratio by 25% or more as compare to preceding year:

- Return on Equity Ratio :** Return on Equity (ROE) is a measure of profitability of a Company expressed in percentage. It is calculated by dividing total income by average shareholder's equity. There is variance in this ratio as there is significantly higher profit in current year compared to preceding year.
- Inventory Turnover Ratio:** measures the efficiency with which a Company utilizes or manages its inventory. It establishes the relationship between sales and average inventory held during the period. It is calculated by dividing turnover by average inventory. There is variance in this ratio is primarily on account of increase in Sales.
- Trade Receivable Turnover Ratio:** Trade Receivable Turnover Ratio measures the efficiency at which the Company is managing the receivables. The ratio shows how well a Company uses and manages the credit it extends to customers and how quickly that short-term debt is collected or is paid. It is calculated by dividing turnover by average trade receivables. There is variance in this ratio primarily on account of increase in Trade Receivable.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

- d) **Trade Payable Turnover Ratio:** Trade Payable Turnover Ratio measures the efficiency at which the Company is managing the payables. The ratio shows how well a Company uses and manages the credit extended to it by its vendors. It is calculated by dividing turnover by average trade payables. There is variance in this ratio primarily on account of increase in Trade Payables.
- e) **Net Capital Turnover Ratio:** Net Capital Turnover Ratio indicates a company's effectiveness in using its working capital. There is variance in this ratio is primarily on account of increased working capital.
- f) **Net Profit Ratio:** The Net Profit Margin is equal to how much Net Profit is generated as a percentage of revenue. It is calculated by dividing net profit by turnover. There is variance in Net profit ratio as there is significantly higher profit in current year compared to preceding year.
- g) **Return on Capital Employed (ROCE)** indicates the ability of a Company's management to generate returns for both the debt holders and the equity holders. It measures a Company's profitability and the efficiency with which its capital is used. It is calculated by dividing profit before exceptional items, interest and tax by capital employed. Capital Employed = tangible net worth + total debt + deferred tax liability. There is variance in Capital Employed ratio as there is significantly higher profit in the current year compared to preceding year.

43. The Company came with an Initial Public Offer of equity shares on November 14, 2017 and closed on November 16, 2017. The Initial Public Offer was for 7,26,000 equity shares of face value of Rs. 10 each. The shares were offered to the public through the book building process at a price band of INR 51 to INR 54. The price of INR 54 was discovered under the book building process and the issue proceeds aggregated to INR 39,204.00. The shares of the company were listed on the National Stock Exchange of India Limited, EMERGE Platform on November 24, 2017. Out of the issue proceeds an amount of INR 5.889.00/-, is unutilized.

These unutilized amounts are held as fixed deposits with Punjab Maharashtra Bank.

On 23 September 2019, the RBI imposed operational restrictions on PMC Bank for six months. Due to this, the bank account holders are not allowed to withdraw funds from their accounts.

The Central Government has sanctioned the scheme of amalgamation of Punjab and Maharashtra Bank With Unity Small Finance Bank Limited ('UNITY BANK') with effect from January 25, 2022 and the entire undertaking of PMC Bank, all its business, assets and liabilities including deposits shall stand transferred to and vested in Unity Bank in terms of the scheme.

In pursuant to the scheme the balance amount of deposits shall be settled as follows:

i. 80 percent of the uninsured deposits outstanding (aggregate in various accounts) to the credit of each institutional depositor, shall be converted into Perpetual Non-Cumulative Preference Shares ('PNCPS') of Unity Bank. The PNCPS shall have dividend of One Percent (1%) per annum payable annually, on and from the appointed date. The PNCPS shall not be redeemed or convertible into equity shares of Unity Bank. After Ten years (10 years) from the appointed date, Unity Bank may at its sole discretion, consider additional benefits of such PNCPS at face value on a pro-rata basis, subject to receipt of approval from the RBI.

ii. The remaining 20 percent amount of the uninsured deposits outstanding to the credit of each institution depositor will be converted into equity warrants of Unity Bank at a price of INR 1 per warrant. These equity warrants will be converted into equity shares of Unity Bank at the time of INITIAL Public Offers (IPO) of Unity Bank. The price of such conversion will be determined at the lower band of the IPO price.

44. Company has given an advance of INR 12,00.00 to an agency in relation to setting up an Export Unit in SEZ. The scope of the agency was to provide consultancy and guidance in this relation. However due to the unfortunate demise of the working partner of the agency, the process has since then been discontinued. The company has initiated recovery of the said amount through legal process.

45. Previous Year's figures have been regrouped/reclassified to conform to the current year's presentation, wherever necessary

For KUMBHAT & CO.
Chartered Accountants
Firm Reg. No. : 001609S

Gaurang C. Unadkat
Partner
Membership No. 131708

Place: Mumbai
Dated: May 24, 2023

For Pulz Electronics Limited
Ramakrishnan M.K.
Chairman & Director
DIN: 00194891

Mihir Doshi
Chief Financial Officer

Place: Mumbai
Dated: May 24, 2023

Anirvan Ghose
Managing Director
DIN: 00188496

Sneha Mundra
Company Secretary
& Compliance Officer

AGM NOTICE

NOTICE is hereby given that the **18th Annual General Meeting of the shareholders of Pulz Electronics Limited** will be held on **Friday, 29th day of September 2023 at 11:30 A.M at 11 C, Raja Basanta Ray Road, 1st Floor, Beside Transit House, Kolkata West Bengal– 700 026 India, to transact the following businesses:**

ORDINARY BUSINESS:

1. To consider and adopt:

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

“RESOLVED THAT, the Audited Standalone and Consolidated Balance Sheet & statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2023 along with the Auditor's Report and the Directors' Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.

2. To consider the reappointment of Mr. Ramakrishnan Manden Kattil (DIN: 00194891) as Director

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 152(6) of the Companies Act 2013, read with relevant rules made under Companies (Appointment and Qualification of Directors) Rules, 2014, **Mr. Ramakrishnan Manden Kattil (DIN: 00194891)** who is liable to retire by rotation. He being eligible for reappointment offered himself for the reappointment for the directorship. **Mr. Ramakrishnan Manden Kattil (DIN: 00194891)** is be and hereby appointed for the same.”

SPECIAL BUSINESS

3. To consider Regularisation of Independent Director Mr. Santosh Kumar Shah (DIN: 01116378)

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

RESOLVED, pursuant to section 149, 152, 153 or any other section of the companies Act 2013 read with schedule iv of the Act, The Companies Appointment and qualification of Directors) Rules, 2014 including any other rules made there under (including any statutory modifications) or re-enactment thereof for the time being in force) and in accordance with the article of association of the Company, **Mr. Santosh Kumar Shah (DIN- 01116378)** is be and hereby regularized as the Regular independent director of the Company on such remuneration as may be recommended by the Nomination and Remuneration Committee. He shall hold office for a consecutive term of five (5 Years) years commencing from 03.03.2023. He meets the criteria of independence as provided in section 149(6) of the Act.

AGM NOTICE

4. To Consider Appointment of Mr. Anirvan Partha Ghose as Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee, approval of the members be and is hereby accorded to appoint Mr. Anirvan Parth Ghose [DIN: 00188496] as Managing Director of the Company, not liable to retire by rotation, for a period of five (5) years with effect from September 01, 2023 on a remuneration, as detailed in the Explanatory Statement annexed herewith;

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mr. Anirvan Ghose for his entire term subject to such other approvals as may be necessary;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers to any Committee of Directors to give effect to the aforesaid Resolution.

5. To transact any other business.

By Order of the Board of Directors

Anirvan Partha Ghose.
Managing Director.

Registered Office:-
46 Satish Mukherjee Road
Kolkata West Bengal – 700026
CIN: L32109WB2005PLC104357
E-mail: accounts@pulz.co.in
Website: www.pulz.biz
Place: Mumbai
Dated: 05/09/2023

AGM NOTICE

NOTES:

a) A member entitled to attend and vote at the Annual General Meeting (AGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll/ballot instead of him/her and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting, either in person or through post. A Proxy form is appended with the attendance slip.

b) Members may refer proxy related provisions given in para 6 of the SS -2 – secretarial standard on general meeting issued by the ICSI and approved by Central Government.

c) Pursuant to provisions of Section 105 of the Companies Act, 2013, a person, can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the company. Member holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

d) The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

e) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.

f) The Company has notified closure of register of members and transfer books from September 23, 2023 to conclusion of Annual General meeting on September 30, 2023.

g) As per the provisions of the Companies Act, 2013, facility for making nomination is available to the shareholders in respect of the Shares held by them. Nomination Forms can be obtained from the registrar and share transfer agents of the Company.

h) Members holding shares in Physical form are requested to notify change of address, if any, to Registrar and Share Transfer Agents and those who hold shares in dematerialized form are requested to notify to their Depository participants their change in address.

i) As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their respective copy of the Annual Report to the Meeting and affix their signature at the place provided on the attendance slip annexed to the Proxy form and hand over the slip at the entrance to the place of the Meeting.

j) Members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandates to the Company/Registrar & Share Transfer Agents (“RTA”) quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the Dematerialized (electronic) Form may update such details with their respective Depository Participants.

k) Relevant documents referred to in the accompanying Notice are open for inspection at the Corporate Office of the Company on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

AGM NOTICE

l) Members desirous of seeking any information relating to the accounts and operations of the Company are requested to address their queries to the Company Secretary and Compliance Officer of the Company at least 7 (Seven) days in advance of the meeting to enable the Company to provide the required information at the meeting.

m) Members are requested to bring in their original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc having photo identity) while attending the AGM.

n) Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.

o) The Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

p) To support the 'Green Initiative', the Members holding shares in physical form & who have not registered their e-mail addresses are requested to register the same with the Company's registrar and share transfer agents M/s. Bigshare Services Pvt. Ltd .

q) In compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically through the e-voting services provided by Bigshare Services Private Limited, on all resolutions set forth in this Notice.

r) Pursuant to the SEBI Circular dated June 08, 2018, restricting Physical Share Transfers w.e.f. December 05, 2018 and BSE vide its circular dated July 05, 2018.

VOTING INSTRUCTIONS

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, September 22, 2023, are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 10.00 a.m. on Tuesday, September 26, 2023, and will end at 5.00 p.m. on Thursday, September 28, 2023. The facility for voting through polling paper shall also be made available at the Meeting to the Members attending the AGM who have not already cast their votes by remote e-voting prior to the Annual General Meeting. The Company has appointed M/s. N S Gupta & Associates, Practicing Company Secretary to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

AGM NOTICE

THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins at 10.00 a.m. on Tuesday, September 26, 2023, and will end at 5.00 p.m. on Thursday, September 28, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September, 2023 of 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:**

AGM NOTICE

| Type of shareholders | Login Method |
|--|--|
| <p style="text-align: center;">Individual Shareholders holding securities in Demat mode with CDSL</p> | <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 are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able 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. |

AGM NOTICE

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

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **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.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **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

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

AGM NOTICE

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

1. 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).

AGM NOTICE

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

AGM NOTICE

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. |

4. Procedure for joining the AGM/EGM 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/EGM 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/EGM 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/EGM are as under:-

• The Members can join the AGM/EGM 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/EGM is same as the instructions mentioned above for remote e-voting.

AGM NOTICE

- Only those members/shareholders, who will be present in the AGM/EGM 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/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Other Instructions:

i. The e-voting period commences on Tuesday September 26, 2023 (10:00 am) and end on Thursday, September 28, 2023 (05.00 pm). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday 22 September 2023, may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

ii. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 22nd September 2023.

iii. The members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again through Polling paper.

iv. A member can opt for only one mode of voting i.e., either through remote e-voting or by Poll. If a member casts votes by more than one mode, then voting done through e-voting shall prevail and voting through Polling paper shall not be considered.

v. M/s. N S Gupta & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting process including remote e-voting process in a fair and transparent manner.

vi. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

vii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pulz.biz and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the 18th AGM of the Company on September 30, 2023 and communicated to the NSE Limited, where the shares of the Company are listed.

Members seeking any information with regard to accounts are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.

Proxies, in order to be effective, forms must be deposited duly stamped and signed at the Registered Office of the Company not less than 48 hours before the meeting.

AGM NOTICE

EXPLANATORY STATEMENT

Item No # 3

1. **Mr. Santosh Kumar Shah, Din- 01116378** was appointed as the Additional Independent Director of the company on the 03rd Day of March 2023.
2. **Mr. Santosh Kumar Shah, Din- 01116378** on the recommendation of the Nomination and Remuneration Committee had been appointed as the additional Independent Director of the Companies with effect from 03.03.2023. He holds a post doctorate degree from university grant commission, for 5 Years. She is B. Com Hons form Calcutta University, West Bengal. Working as an Income Tax Practitioner for past 30 years.
3. That he meets the criteria of independence as mentioned in the section 149(6) of the Companies Act 2013.
4. Based on the recommendation received from the Nomination and Remuneration committee and in view of her knowledge, skill and invaluable expertise related to the industries of the companies, she is be and hereby appointed as the independent director of the company.

Details are provided in the “Annexure-A” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. The Board recommends the Ordinary Resolution as set out at item no. 3 in the Notice for approval by the members.

Item No # 4

The Board, upon the recommendation of the Nomination and Remuneration Committee, approved appointment of Mr. Anirvan Partha Ghose as Managing Director for a period of five years effective September 01, 2023 on remuneration as mutually agreed between the Board and MD, subject to approval of the members.

Mr. Anirvan Partha Ghose has been an Executive Director on Board Since 25th July, 2005. In the opinion of the Board, his knowledge, expertise, experience and his substantial contribution to the company till date will prove valuable to help the business to grow strategically and efficiently in future.

Mr. Anirvan Partha Ghose has done his graduation in Bachelor of Science from St. Xavier's College, Kolkata and also completed a course in Computer Hardware from Institute of Electronics and Hardware Technology, Kolkata in 1994. He has done specialized audio video training from Dolby Laboratories, Sim2, Sound Engineering and Sound recording Course from Film & Television Institute of Pune in 1997. His Key Competencies includes designing Auditoriums, Cinemas and Recording Studios, Designing and Manufacturing of Audio Equipment, Installation, Calibration and Maintenance of Audio and Projection Equipment in Cinemas He is member of SMPTE, IFFI Technical Committee and NFDC Technical Committee.

Details are provided in the “Annexure-A” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. The Board recommends the Special Resolution as set out at item no. 4 in the Notice for approval by the members.

AGM NOTICE

Annexure A

Details of Directors seeking re-appointment/appointment at 18th Annual General Meeting (AGM) pursuant to Regulation 36(3) of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the ICSI.

| Particulars | Details |
|---|---|
| Name of the Director | Mr. Ramakrishnan Manden Kattil |
| Date of Appointment | 25/07/2005 |
| Relationship with the Directors and Key Managerial Personnel | NA |
| Expertise in specific Functional Area | Designer of amplifiers, speaker system, Acoustical measurements and calibration for cinemas, auditoriums and studios. |
| Qualification | |
| Board Membership of other Listed Companies as on 31st March, 2023 | NA |
| Chairman/Member of the Committee of the Board of Directors as on 31st March, 2023 | Stakeholder Relationship Committee |
| Number of shares held in Company as on 31st March, 2023 | 5199952 (Fifty One Lakh Ninety Nine Thousand Nine Hundred Fifty Two) |

| Particulars | Details |
|---|--|
| Name of the Director | Mr. Santosh Kumar Shah |
| Date of Appointment | 03/03/2023 |
| Relationship with the Directors and Key Managerial Personnel | NA |
| Expertise in specific Functional Area | Income Tax Practitioner for past 30 years. |
| Qualification | |
| Board Membership of other Listed Companies as on 31st March, 2023 | NA |
| Chairman/Member of the Committee of the Board of Directors as on 31st March, 2023 | Stakeholder Relationship Committee |
| Number of shares held in Company as on 31st March, 2023 | 0 |

AGM NOTICE

| Particulars | Details |
|---|--|
| Name of the Director | Mr. Anirvan Partha Ghose |
| Date of Appointment (Initial) | 25/07/2005 |
| Date of Appointment as MD | 01/09/2023 |
| Relationship with the Directors and Key Managerial Personnel | Mrs. Rumeeta Ghose (Spouse) |
| Expertise in specific Functional Area | Specialized in designing Auditoriums, Cinemas and Recording Studios, Designing and Manufacturing of Audio Equipment, Installation, Calibration and Maintenance of Audio and Projection Equipment in Cinemas. |
| Qualification | |
| Board Membership of other Listed Companies as on 31st March, 2023 | NA |
| Chairman/Member of the Committee of the Board of Directors as on 31st March, 2023 | Audit Committee |
| Number of shares held in Company as on 31st March, 2023 | 2799968 (Twenty Seven Lakh Ninety Nine Thousand Nine Hundred Sixty Eight) |

ATTENDANCE SLIP

PULZ ELECTRONICS LIMITED

CIN: U32109WB2005PLC104357

Registered Office: 46, Satish Mukherjee Road, Kolkata - 700 026, West Bengal, India.

**Attendance Slip of
18th Annual General Meeting of Pulz Electronics Limited
To be held on September 29, 2023 at 11 C, Raja Basanta Ray Road
1st Floor, Beside Transit House, Kolkata-700026, West Bengal -India.**

| | |
|--------------------------------------|--|
| Regd. Folio/DP ID & Client ID | |
| Name and Address of the Shareholders | |
| Name of the Joint Holder(s) | |
| No. of Shares held | |



PULZ ELECTRONICS LIMITED

CIN: L32109WB2005PLC104357

Registered Office: 46, Satish Mukherjee Road, Kolkata – 700 026, West Bengal

Website: www.pulz.biz, E-mail: accounts@pulz.co.in, Phone: 022 2673 2593

**ATTENDANCE SLIP
18th ANNUAL GENERAL MEETING OF PULZ ELECTRONICS LIMITED**

Name of Member(S) :

Registered Address :

Folio No./DP ID/Client ID :

No. Of shares held: _____

I/We certify that I/We am/are the registered Member(s)/proxy for the registered Member(s) of the Company. I/We hereby record my/our presence at the Eighteenth Annual General Meeting of the Company to be held on September 29, 2023 at 11:30 a.m. at 11 C, Raja Basanta Ray Road, 1st Floor, Beside Transit House, Kolkata West Bengal– 700 026 India.

.....
Member's/Proxy's Signature

Note: Please complete this slip and hand it over at the entrance of the Meeting venue.
.....

PROXY FORM

FORM NO. MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L32109WB2005PLC104357

Name of the Company : PULZ ELECTRONICS LIMITED

Registered Office : 46, Satish Mukherjee Road, Kolkata, west Bengal-700026

Name of the Member(s) :

Registered address :

Email Id :

Folio No/DP ID/Client ID :

I/We, _____ being the Member(s) of _____
shares of the
above named Company, hereby appoint.

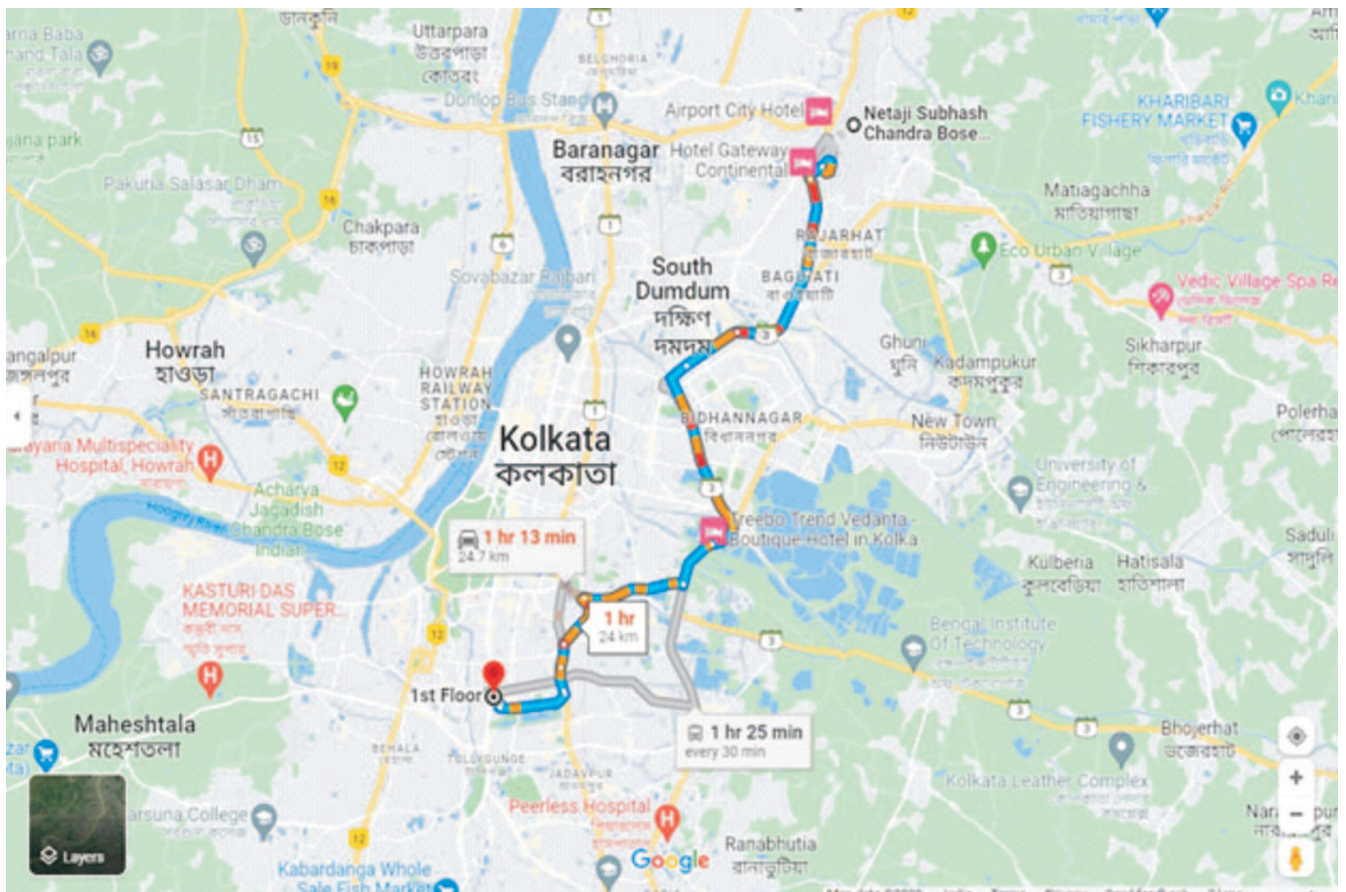
1. Name :Email Id:
Address :
Signature:

2. Name :Email Id:
Address :
Signature:

3. Name :Email Id:
Address :
Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eighteenth Annual General Meeting of the company to be held on Friday, September 29, 2023 at 11 C, Raja Basanta Ray Road, 1st Floor, Beside Transit House, Kolkata West Bengal– 700 026 India , and at any adjournment thereof in respect of such resolutions as are indicated below:

ROUTE MAP





Pulz Electronics Ltd.

Kailashpati, 2nd Floor,
Plot 10A, Veera Desai Road,
Andheri (W), Mumbai 400 053, India
Tel: +91 22 2673 2593

www.pulz.biz