

AVL/SE/2025-26

May 31, 2025

To
The Corporate Relations Department
BSE Limited
Floor 25, P J Towers, Dalal Street,
Mumbai – 400 001, India.
Scrip Code: 532406

To
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051, India.
Symbol: AVANTEL

Dear Sir/Madam,

Sub: Notice of the 35th Annual General Meeting along with the Annual Report for the Financial Year 2024-25 of Avantel Limited ('Company') – Reg.

**Ref: i) Regulation 34(1) of SEBI (LODR) Regulations, 2015
ii) ISIN: INE005B01027**

In furtherance to the subject cited above, in terms of Regulation 34(1) of the SEBI (LODR) Regulations, 2015, as amended from time to time ('Listing Regulations'), we wish to inform that the 35th Annual General Meeting ('AGM') of the Company is scheduled to be held on **Monday, June 23, 2025 at 11:00 A.M. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in compliance with General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 2/2022, 10/2022, 09/2023 and 09/2024 respectively issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/DDHS/DDHSRACPOD1/P/CIR/2023/001 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, issued by SEBI.

Accordingly, we enclose herewith the Notice of the 35th Annual General Meeting along with the Annual Report of the Company for the financial year ended March 31, 2025, which is being sent by e-mail to those Members whose e-mail addresses are registered with the Company / Depository Participant(s) ("DP") / the Companys' Registrar and Transfer Agent, KFin Technologies Limited ("KFintech").

In terms of Regulation 46 of the Listing Regulations, the said Annual Report along with the Notice of 35th Annual General Meeting and other relevant documents will also be available on the website of the Company at www.avantel.in.

Further, in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing the facility to its Members to exercise their right to vote by electronic means on the businesses specified in the Notice convening the 35th Annual General Meeting of the Company, through remote e-Voting services of KFin Technologies Limited as well as e-Voting during the AGM.

RAJASEKHA Digitally signed by
RA REDDY RAJASEKHARA
DONDETI REDDY DONDETI
Date: 2025.05.31
13:20:27 +05'30'

Avantel Limited

Registered Office

Plot No. 47/P, APIIC Industrial Park
Gambheeram (V), Anandapuram (M)
Visakhapatnam - 531163 A.P.
Tel : +91-891-2850000
Fax: +91-891-2850004

Corporate Office

Plot No. 68 & 69, 4th Floor, Jubilee Heights
Survey No's. 66 & 67, Jubilee Enclave
Madhapur, Hyderabad - 500 081. Telangana
Tel : +91-40-6630 5000
Fax : +91-40-6630 5004

CIN - L72200AP1990PLC011334

www.avantel.in
Info@avantel.in

The Company has fixed **Thursday, June 12, 2025 (“Record Date”/ “Cut-off Date”)** as the record date to determine the eligibility of the Members entitled to receive dividend and as the cut-off date to determine the eligibility of the Members entitled to cast their vote by electronic means and attend the AGM scheduled to be held on **Monday, June 23, 2025 at 11:00 A.M. (IST)** through VC/OAVM Facility. Accordingly, the voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. The remote e-Voting period commences on Friday, June 20, 2025 (9:00 a.m. IST) and ends on Sunday, June 22, 2025 (5:00 p.m. IST). The e-Voting instructions and the process to join meeting through VC/OAVM is set out in the said AGM Notice.

This is for your information and records.

Thanking you,

Yours faithfully,
For **Avantel Limited**

RAJASEKHARA
REDDY DONDETI

Digitally signed by
RAJASEKHARA REDDY
DONDETI
Date: 2025.05.31 13:20:12
+05'30'

D Rajasekhara Reddy
Company Secretary & Compliance Officer

Avantel Limited

Registered Office

Plot No. 47/P, APIIC Industrial Park
Gambheeram (V), Anandapuram (M)
Visakhapatnam - 531163 A.P.
Tel : +91-891-2850000
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Survey No's. 66 & 67, Jubilee Enclave
Madhapur, Hyderabad - 500 081. Telangana
Tel : +91-40-6630 5000
Fax : +91-40-6630 5004

CIN - L72200AP1990PLC011334

www.avantel.in
Info@avantel.in

avantel

ANNUAL REPORT

2024-2025

AS 9100D
ISO 9001:2015
ISO 27001:2013



COMPANY INFORMATION

BOARD OF DIRECTORS

Dr. Abburi Vidyasagar	-	Chairman & Managing Director
Mrs. Abburi Sarada	-	Whole-Time Director
Mr. Abburi Siddhartha Sagar	-	Whole-Time Director
Mr. Myneni Narayana Rao	-	Independent Director
Mr. Ramchander Vyasabhattu	-	Independent Director
Dr. Ajit T. Kalghatgi	-	Independent Director
Ms. Harita Vasireddi	-	Independent Director
Mrs. Mini Ipe	-	Additional Director (w.e.f 27.03.2025)

Chief Financial Officer

Mrs. Abburi Sarada

Company Secretary & Compliance Officer

Mr. D. Rajasekhara Reddy

Registered Office:**CIN: L72200AP1990PLC011334**

Sy. No. 141, Plot No 47/P, APIIC Industrial Park,
Gambheeram (V), Anandapuram (M),
Visakhapatnam - 531163, Andhra Pradesh, India
Phone: +91 - 891 - 2850 000

Fax: +91 - 891 - 2850 004

Email: compliance@avantel.inWebsite: www.avantel.in**Corporate Office:**

Sy No's. 66 & 67, Plot No. 68 & 69, 4th floor,
Jubilee Heights, Jubilee Enclave, Madhapur,
Hyderabad - 500 081, Telangana, India.

Phone: +91 - 40 - 6630 5000,

Fax: +91 - 40 - 6630 5004

Email: compliance@avantel.inWebsite: www.avantel.in**Registrars & Share Transfer Agents:**

M/s. KFIN Technologies Limited
Selenium Building, Tower - B, Plot No 31 & 32,
Financial District, Nanakramguda, Serilingampally,
Hyderabad - 500 032, Rangareddy, Telangana, India.
Email: einward.ris@kfintech.com
Phone No.: 1800 309 4001

Statutory Auditors

M/s. Grandhy & Co.,
Chartered Accountants
201, Sunny Residency, Dwarakapuri Colony,
Punjagutta, Hyderabad- 500082, Telangana, India.

Internal Auditors

M/s. Ramesh & Co.,
Chartered Accountants
6-3-661/B/1, Plot No: 78, Sangeeth Nagar,
Somajiguda, Hyderabad-500082, Telangana, India.

Secretarial Auditors

M/s. P S Rao & Associates
Practising Company Secretaries
Flat No.10, 4th Floor, Ishwarya Nilayam,
Dwarakapuri Colony, Punjagutta,
Hyderabad - 500 082, Telangana, India.

Cost Auditors

M/s. MPR & Associates
Cost Accountants
Flat: 301, 3rd Floor, Sri Sai Brundavan Apartments,
Dwarakapuri Colony, Punjagutta,
Hyderabad - 500082, Telangana, India.

Stock Exchanges

BSE Limited (BSE)
National Stock Exchange of India Limited (NSE)

Bankers

Canara Bank
Mid Corporate Branch, Hyderguda,
Hyderabad – 500 029, Telangana, India.

Board Committees

Audit Committee

Mr. V. Ramchander	-	Chairman
Mr. M Narayana Rao	-	Member
Dr. Ajit T. Kalghatgi	-	Member

Corporate Social Responsibility Committee:

Mr. V. Ramchander	-	Chairman
Mrs. A. Sarada	-	Member
Dr. Ajit T. Kalghatgi	-	Member
Mrs. Mini Ipe	-	Member

Stakeholders Relationship Committee:

Mr. M. Narayana Rao	-	Chairman
Dr. Abburi Vidyasagar	-	Member
Ms. Harita Vasireddi	-	Member
Mrs. Mini Ipe	-	Member

Nomination and Remuneration Committee

Mr. M. Narayana Rao	-	Chairman
Mr. V. Ramchander	-	Member
Dr. Ajit T. Kalghatgi	-	Member
Ms. Harita Vasireddi	-	Member

Risk Management Committee

Mr. A. Siddhartha Sagar	-	Chairman
Dr. Ajit T. Kalghatgi	-	Member
Ms. Harita Vasireddi	-	Member
Mr. V Ramchander	-	Member
Mr. P Bala Bhaskar Rao	-	Member
Mr. N Srinivas Rao	-	Member
Mr. P Srinivasa Rao	-	Member

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NOTICE

Notice is hereby given that the 35th Annual General Meeting (“AGM”) of the Members of Avantel Limited will be held on Monday, June 23, 2025, at 11:00 A.M. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) facility, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of Auditors thereon.
2. To declare final dividend of Re.0.20/- per Equity Share of face value of Rs.2/- each to the shareholders for the Financial Year ended March 31, 2025.
3. To appoint a director in place of Mr. Abburi Siddhartha Sagar (DIN: 02312563), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To consider and approve the re-appointment of Dr. Abburi Vidyasagar (DIN: 00026524) as the Managing Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the said act and Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Dr. Abburi Vidyasagar (DIN: 00026524), as the Managing Director of the Company, not be liable to retire by rotation, at a remuneration of Rs.36,00,000/- (Rupees Thirty-Six Lakhs Only) per annum and other superannuation benefits as per service rules of the Company, and a perquisite of Rent-Free Accommodation, as approved by the Remuneration Committee, for another term of Three (3) years with effect from April 1, 2025.

FURTHER RESOLVED THAT Dr. Abburi Vidyasagar, in addition to the above-mentioned salary, is also eligible for a commission of 3% on the net profits of the Company to be arrived in pursuance of Section 198 of the Companies Act, 2013.

FURTHER RESOLVED THAT the overall amount of remuneration payable to Dr. Abburi Vidyasagar shall not exceed 5% of net profits of the Company to be arrived in pursuance of Section 198 of the Companies Act, 2013.

FURTHER RESOLVED THAT in the event, the Company does not have profits, or the profits of the Company are inadequate in any financial year during his tenure as referred above, the amount of Salary and perquisites referred to above shall be paid as minimum remuneration in terms of Section II of Part II of Schedule V to the Companies Act, 2013.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

5. To consider and approve the re-appointment of Smt. Abburi Sarada (DIN: 00026543) as the Whole-Time Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the said act, Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to approvals, if any required, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Smt. Abburi Sarada (DIN: 00026543), as Whole-Time Director of the Company at a remuneration of Rs.30,00,000/- (Rupees Thirty Lakhs Only) per annum and other superannuation benefits as per service rules of the Company and a perquisite of Rent-Free Accommodation as approved by the Nomination and Remuneration Committee, for a term of Three (3) years effective from May 8, 2025.

FURTHER RESOLVED THAT Smt. Abburi Sarada (DIN: 00026543) in addition to above mentioned Salary is also eligible for a commission of 3% on net profits of the Company arrived in pursuance of Section 198 of the Companies Act, 2013.

FURTHER RESOLVED THAT the overall amount of remuneration payable to Smt. Abburi Sarada (DIN: 00026543) shall not exceed 5% of the net profits of the Company arrived in pursuance of Section 198 of the Companies Act, 2013.

FURTHER RESOLVED THAT in the event the Company does not have profits, or the profits of the Company are inadequate in any financial year during her tenure as referred above, the amount of Salary and perquisites referred to above shall be paid as minimum remuneration in terms of Section II of Part II of Schedule V to the Companies Act, 2013.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

6. To consider and approve the appointment of Mrs. Mini Ipe (DIN: 07791184) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded for appointment of Mrs. Mini Ipe (DIN: 07791184), as an Independent Director of the Company for a period of 5 years i.e., from March 27, 2025 to March 26, 2030 and she shall not be liable to retire by rotation, who has submitted a declaration that he meets the criteria of independence as provided in Section 149 of the Act.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.”

7. To approve the 'Avantel Employees Stock Option Plan 2025'.

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

“RESOLVED THAT pursuant to Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) (the "Act"); provisions contained in the Memorandum of Association and the Articles of Association of the Company; the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and circulars/notifications/guidance/frequently asked questions, if any issued thereunder, as amended from time to time (collectively, “SEBI (SBEBASE) Regulations, 2021”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time, and subject to such approval(s)/ consent(s)/ permission(s)/ sanction(s), as may be required, from the appropriate regulatory authorities/ institutions/ bodies including the Reserve Bank of India, and further subject to such terms and conditions as may be prescribed while granting such approval(s)/ consent(s)/ permission(s)/ sanction(s), and which may be approved and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board, to introduce and implement "Avantel Employees Stock Option Plan 2025" (subject to necessary changes required to ensure compliance under Companies Act, 2013, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, Tax laws, accounting standards and other applicable laws), the salient features of which are furnished in the Explanatory Statement to this Notice and to create, grant, offer, issue and allot, at any time, to the present and/or future eligible employees of the Company working in India or abroad and/or Directors (including Whole-Time Directors but excluding promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company and any other individuals/entities as allowed under applicable rules, regulations, guidelines and laws (hereinafter referred to as "employees" or "said employees") under Avantel Employees Stock Option Plan 2025, not exceeding 45,00,000 (Forty Five Lakh) stock options exercisable into equity shares not exceeding 45,00,000 (Forty Five Lakh) equity shares of the Company (or such adjusted numbers for corporate action of the Company as prescribed in the Plan), having face value of Rs.2/- (Rupees Two only) per equity share, (or such adjusted face value as may be resulted from the event of sub-division of the equity shares) (not exceeding 1.84% (approx.) of the equity share capital of the Company) at an exercise price as may be determined by the Nomination and Remuneration Committee from time to time per option, in one or more tranches over a period of Four years or such further period as the Board may decide, and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act and provisions of Avantel Employees Stock Option Plan 2025 (“ESOP 2025 / Scheme / Plan”).

FURTHER RESOLVED THAT without prejudice to the generality of the above but subject to the terms mentioned in the Explanatory Statement, annexed to the Notice, which are hereby approved by the Members, the Board be and is hereby authorised to formulate, finalize, evolve, modify, decide upon, administer, superintend and implement Avantel Employee Stock Option Plan 2025, as the Board in its absolute discretion deems fit.

FURTHER RESOLVED THAT the Board be and is hereby authorized to issue and allot equity shares upon exercise of stock options, from time to time, granted under Avantel Employee Stock Option Plan 2025 and such equity shares allotted shall in all respects rank pari-passu inter-se and with the then existing equity shares of the Company.

FURTHER RESOLVED THAT as is required, the Company shall confirm to the accounting standards and policies as applicable to the Company, from time to time.

FURTHER RESOLVED THAT the Board be and is hereby authorised to alter the exercise price of the options which are not exercised as it deems fit, if the exercise price of the options is rendered unattractive due to fall in the market price of the share of Company and such re-pricing is not detrimental to the interest of the employees who have been granted stock options under ESOP Plan 2025.

FURTHER RESOLVED THAT the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in ESOP 2025, as it may deem fit, from time to time or to suspend, withdraw or revive ESOP 2025, from time to time, in conformity with the provisions of the Act and other applicable rules, regulations, guidelines and laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted stock options under ESOP 2025.

FURTHER RESOLVED THAT for the purpose of giving effect to the above Resolution(s), the Board be and is hereby authorised, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to (i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to Avantel Employee Stock Option Plan 2025; and (iii) to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of Avantel Employee Stock Option Plan 2025 and the issuance of the shares (including to amend or modify any of the terms thereof) and taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required.”

8. To consider and approve to extend 'Avantel Employees Stock Option Plan 2025' to the employees of its Subsidiary Company(ies).

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the “Act”) and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any modifications thereof or supplements thereto (“SBEB Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR Regulations”), and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals as may be necessary and subject to such consents, permissions, sanctions and approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee including the Nomination and Remuneration Committee to exercise the powers conferred by this Resolution), consent and approval of the Shareholders be and is hereby accorded to extend the benefits of Avantel Employees Stock Option Plan 2025' (the “Scheme” or “Plan” or “ESOP 2025”) to such persons who are in the employment of the subsidiary company(ies) (whether now or hereafter existing, whether incorporated in India or overseas as may be from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time) of the Company, whether working in India or out of India and to the directors of the Company's subsidiary company(ies), and to such other persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time, on such terms and conditions as may be decided by the Board, and selected on the basis of criteria prescribed by the Board, at such price or prices in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the ESOP 2025.

FURTHER RESOLVED THAT for the purpose of creating, offering, issuing, allotting and listing of the Securities, the Board be authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the ESOP 2025 from time to time or to suspend, withdraw, or revive ESOP 2025 from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, the Board be authorized to determine terms and conditions of issue of the Securities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company.”

9. To approve grant of Employee Stock Options (ESOPs) equivalent exceeding 1% of the issued share capital of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, pursuant to Regulation 6(3)(d) and all other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI (SBEBASE) Regulations, 2021), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) as amended from time to time, and in accordance with such other circulars, rules, regulations and guidelines issued or that may be issued by SEBI and/or other appropriate authorities, from time to time, and further subject to such other approvals, permissions and sanctions as may be necessary, the approval of the members of the Company is accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include the Nomination and Remuneration Committee, designated as the Compensation Committee pursuant to Regulation 5 of SEBI (SBEBASE) Regulations, 2021 to exercise its powers, including the powers conferred under this resolution (hereinafter referred as “Compensation Committee”) to create, issue, offer, grant, allot and/or transfer Employee Stock Options (ESOPs), in one or more tranches, equal to or exceeding 1% (one per cent) of the issued capital of the Company at the time of grant of option, to the identified eligible employees of the Company during any one year, which shall be convertible into equivalent number of Equity Shares pursuant to the **“Avantel Employees Stock Option Plan - 2025”** (“Plan” or “ESOP 2025” or “Scheme”), on such terms and conditions as may be decided by the Board/Compensation Committee.

FURTHER RESOLVED THAT subject to compliance with applicable laws, the Compensation Committee be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Plan in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI (SBEBASE) Regulations, 2021) as amended from time to time or any new regulations as may be applicable to the Company in this regard and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and to execute all such deeds, documents and writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan.

FURTHER RESOLVED THAT for the purpose of bringing into effect and implementing the Plan and generally for giving effect to these resolutions, any of the Director, Company Secretary and Chief Financial Officer of the Company be and are hereby jointly and/or severally authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for

such purpose, including but not limited to filing of necessary forms with appropriate authorities, admission of Equity Shares allotted under the scheme with the depositories, listing of Shares with the Stock exchanges etc. and may delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents as may be necessary in this regard.”

10. To increase the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.

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

“RESOLVED THAT in supersession of the special resolution passed by the members of the Company at the Annual General Meeting of the Company held on June 25, 2020, and pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other enabling provisions if any, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (“the Board”) to borrow, enhance or avail loan facility for the general, working capital and such other corporate purposes, any sum(s) of money, from time to time, including by way of issuance of debentures/bonds (including FCCBs), at their discretion from bank(s), financial institution(s), any other lending institution(s) or any other person(s) on such security and on such terms and conditions as may be considered suitable by the Board of Directors up to a limit not exceeding an aggregate of Rs.200 Crore (Rupees Two Hundred Crores Only), notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed, at any time, the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board (including any Committee of the Board) be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.”

11. To create charges on the movable and immovable properties of the Company, both present and future, in respect to borrowings under Section 180 (1)(a) of the Companies Act, 2013.

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

“RESOLVED THAT in supersession of the resolution passed by shareholders of the Company through Annual General Meeting of the Company held on June 25, 2020, and pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other enabling provisions if any, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (“the Board”) to hypothecate / mortgage / pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company in favour of the Banks/ Financial Institutions/ Companies / individuals / any other instruments / securities for securing any loans of the Company or obtaining any other facility, together with interest, costs, charges, expenses and any other monies payable by the Company within the overall borrowing powers delegated to the Board of Directors from time to time pursuant to section 180(1)(c) of the Companies Act, 2013.

“RESOLVED THAT in supersession of the resolution passed by shareholders of the Company through Annual General Meeting of the Company held on June 25, 2020, and pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other enabling provisions if any, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (“the Board”) to hypothecate/mortgage/pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company in favour of the Banks/ Financial Institutions/ Companies / any other person(s) and trustees for the holders of Debentures/ Bonds/ other instruments and/or any issue of Non-Convertible Debentures and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds (including FCCBs), and/or any other Non-Convertible and/or other Partly/Fully Convertible instruments/securities or for securing any loans of the Company or any other Group Companies or obtaining any other facility, together with interest, costs, charges, expenses and any other monies payable by the Company within the overall borrowing powers delegated to the Board of Directors from time to time pursuant to section 180(1)(c) of the Companies Act, 2013.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board (including any Committee of the Board) be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.”

12. To appoint M/s. P.S Rao & Associates, Firm of Company Secretaries in Practice as Secretarial Auditors for a term of up to 5 (Five) consecutive years, fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required, M/s. P.S Rao & Associates, Firm of Company Secretaries in Practice be and are hereby appointed as Secretarial Auditors of the Company for a term of up to 5 (Five) consecutive years, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 40th Annual General Meeting of the Company to be held in the Year 2030, at a remuneration to be fixed by the Board of Directors of the Company or any Committee of the Board of Directors ('the Board').

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

13. To ratify the remuneration payable to Cost Auditors for the financial year ending 2025-26.

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. MPR & Associates, Cost Accountants (Firm Registration No.000413), appointed as Cost Auditors by the

Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending 2025-26, amounting to Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) excluding taxes as may be applicable, in addition to reimbursement of all out of pocket expenses, be and is hereby ratified.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution.”

By order of the Board of Directors
For **Avantel Limited**

Sd/-

Abburi Vidyasagar
Chairman & Managing Director
DIN: 00026524

Place: Hyderabad
Date: April 26, 2025

NOTES:

1. An Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of special business of the Company is appended and forms part of the Notice.
2. The Ministry of Corporate Affairs (“MCA”) vide its General Circular dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, has permitted the holding of the Annual General Meeting (“AGM”) through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue. Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 35th AGM of the Company being conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) herein after called as “e-AGM”.

e-AGM: The Company has appointed KFin Technologies Limited (KFintech), Registrars and Transfer Agents, to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the Annual General Meeting and the attendant enablers for conducting e-AGM. The venue of the meeting shall be deemed to be the Registered Office of the Company.

3. Pursuant to the provisions of the circulars on the VC / OAVM (e-AGM) members can attend the meeting through login credentials provided to them to connect to Video Conference (VC) / Other Audio-Visual Means (OAVM). Physical attendance of the Members at the Meeting venue is not required. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since the AGM will be conducted through VC / OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to csmbusunil@gmail.com with a copy marked to cs@avantel.in.
5. In terms of Section 152 of the Act, Mr. Abburi Siddhartha Sagar (DIN: 02312563), Whole-time Director, retires by rotation at the AGM and being eligible, offers herself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommended his re-appointment.
6. The members whose names shall appear on Company's Register of Members on June 12, 2025, in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date.
7. The Securities and Exchange Board of India (“SEBI”) and the Ministry of Corporate Affairs have made it mandatory for all the Listed Companies to offer Electronic Clearing Service (“ECS”), NEFT, RTGS facilities for payment of dividend, wherever applicable. This facility offers various benefits like timely credit of dividend to the shareholders account, elimination of loss of instruments in transit or fraudulent encashment, etc.

Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited at einward.ris@kfintech.com. Members are requested to submit a request letter mentioning Folio No. and Name of Shareholder along with scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card for updating of email address. Members holding shares in dematerialized mode are requested to register / update their email addresses with their Depository Participants.

8. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for the ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, KFin Technologies Limited in this regard.
9. In line with the Ministry of Corporate Affairs ("MCA") vide its Circular dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the Notice calling the e-AGM and Annual Report has been uploaded on the website of the Company at <https://www.avantel.in/investors>. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Ltd respectively. The Notice and Annual Report is also available on the website of e-voting agency KFin Technologies Limited at the website address <https://evoting.kfintech.com>.

The Annual Report for the Financial year ended March 31, 2025 and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's Report or other documents required to be attached therewith (together referred to as Annual Report). A physical copy of the Annual Report shall be sent to those shareholders who request the same.

10. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in a single name are advised, in their own interest, to avail themselves of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
11. Members holding shares of the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent / Company. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company on or before June 12, 2025, through email on cs@avantel.in. The same will be replied by the Company suitably.
13. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to

be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members whose unclaimed dividends/shares have been transferred to IEPF may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

14. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, unclaimed dividend amount of Rs.1,76,608/- of the Company for the Financial Year ended March 31, 2025, has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of the Companies Act, 2013.
15. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed Dividend amounts lying with the Company as on May 30, 2024 (date of last Annual General Meeting) on the website of the Company <https://www.avantel.in/investors> and also on the website of Ministry of Corporate Affairs.
16. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Authority:

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("Rules"), all shares on which dividend has not been claimed for seven consecutive years or more shall be transferred to IEPF Authority.

The Company has transferred 17,840 equity shares to Investor Education and Protection Fund during the financial Year ended March 31, 2025.

To Claim the equity shares and dividend which were transferred to the Investor Education and Protection Fund, the shareholders are requested to visit the website of the Company i.e., <https://www.avantel.in/investors> to know the procedure for claiming the Shares and Dividend transferred to the Investor Education and Protection Fund Authority.

The Shareholders who have not encashed the dividends are requested to make their claim to the Secretarial Department, Avantel Limited, Sy No.66 & 67, Plot No. 68 & 69, 4th Floor, Jubilee Heights, Jubilee Enclave, Madhapur, Hyderabad – 500081, Telangana State, India. e-mail: cs@avantel.in or einward.ris@kfintech.com

17. The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
18. Pursuant to the Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ KFin Technologies Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to cs@avantel.in by 11:59 p.m. IST on or before June 18, 2025. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Form No. 15G/15H are available on the website of the Company i.e., <https://www.avantel.in/investors>.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to

avail the tax treaty benefits by sending an email to cs@avantel.in. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on or before June 18, 2025.

19. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name appears in the Register of Members / list of beneficiaries received from the Depositories as on Wednesday, May 23, 2025.
20. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD- 1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 read with master circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievance with the Company/its Registrar and Share Transfer Agent directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
21. **Online application for Investor Query:** Members are hereby notified that our RTA , KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), basis the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated Jun 08, 2023, have launched an online application which can be accessed at <https://ris.kfintech.com> > Investor Services > Investor Support.

Members are requested to register / sign up, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend , Interest , Redemptions, e-Meeting and e-Voting details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>

QR code:

Investor Support
Centre



KFINTECH
Corporate
website



RTA
Website



RTA
Search



Online
application for
Investor Query



22. Senior Citizens - Investor Support

As part of the initiative, our RTA, in order to enhance investor experience for Senior Citizens, a Senior Citizens investor cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. The special cell closely monitors the complaints coming from Senior Citizens through this channel and handholds them at every stage of the service request till closure of the grievance.

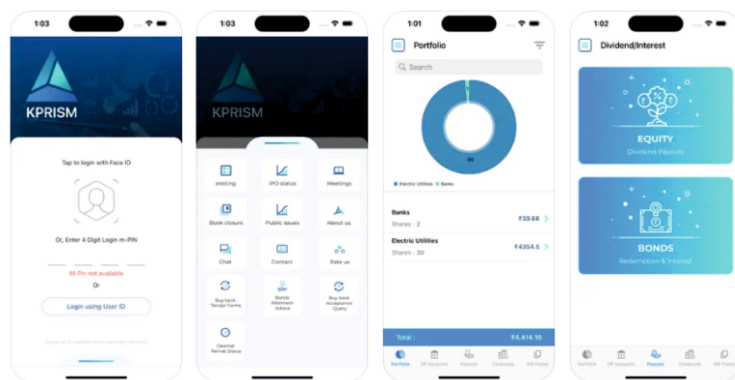
Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com. Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

A dedicated Toll-free number for Senior Citizens can also be accessed at 1-800-309-4006 for any queries or information

23. KPRISM Mobile App:

Mobile applications for all users to review their portfolio being managed by KFINTECH is available in Play store and App Store. Users are requested to download the application and register with the PAN number. Post verification, user can use functionalities like – Check portfolio / holding, check IPO status / Demat / Remat, track general meeting schedules, download ISR forms, view the live streaming of AGM and contact the RTA with service request, grievance, and query.



QR Code to
access KPRISM



24. SEBI, vide its circular dated 3 November 2021 (subsequently amended by circulars dated 14 December 2021, 16 March 2023 and 17 November 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1 April 2024, only upon furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link : https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE e-AGM THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MODE (“VC/OAVM”):

- Attending the e-AGM:** Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.
- Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- Further, Members will be required to allow Camera, if any and hence use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Facility of joining the AGM through VC / OAVM shall be open 15 minutes before the time scheduled for the AGM.

6. Those Members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.
7. **Submission of Questions / queries prior to e-AGM:**
Members desiring any additional information with regard to Accounts/Annual Reports or having any questions or queries are requested to write to the Company Secretary on the Company's investor email id i.e., cs@avantel.in between Jun 18, 2025 (09.00 Hours IST) and June 20, 2025 (17.00 Hours IST), so as to enable the Management to keep the information ready. Please note that, member's questions will be answered only if they continue to hold the shares as of cut-off date. Alternatively, shareholders holding shares as on cut-off date may also visit <https://evoting.kfintech.com/> and click on the tab "Post Your Queries Here" to post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID, mobile number. The window shall be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the e-AGM.
8. **Speaker Registration before e-AGM:** Shareholders who wish to register as speakers at the AGM are requested to visit <https://evoting.kfintech.com/> register themselves between June 18, 2025 (09.00 Hours IST) and June 20, 2025 (17.00 Hours IST). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
9. Facility of joining the AGM through VC / OAVM shall be available to 2000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
10. Members who need technical assistance before or during the AGM, can contact KFintech at <https://evoting.kfintech.com/>

INSTRUCTIONS FOR E-VOTING:

In terms of the provisions of Section 108 and 109 of the Companies Act, 2013 (the Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this Section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system to members holding shares as on June 12, 2025 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the e-voting process both remote e voting and e voting during e-AGM.

Pursuant to SEBI circular - SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depository(ies)/Depository Participants ("DPs") in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

The procedure and instructions for e-voting are as follows:

Step 1:

Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 2:

Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 3:

Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

Details on Step 1 are mentioned below:

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- A. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- B. Enter the login credentials provided in the email and click on Login.
- C. Password change menu appears when you login for the first time with default password. You will be required to mandatorily change the default password.
- D. The new password should comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,).
- E. Update your contact details like mobile number, email address, etc. if prompted. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- F. Login again with the new credentials.
- G. On successful login, the system will prompt you to select the “EVENT” i.e., “Avantel Limited.”
- H. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under “FOR / AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR / AGAINST” taken together shall not exceed your total shareholding as mentioned above. If the member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- I. Members holding multiple folios may choose to vote differently for each folio / demat account.
- J. You may then cast your vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm or “CANCEL” to modify. Once you confirm the voting on the resolution, you will not be allowed to modify your vote thereafter. During the voting period, members can login multiple times and vote until they confirm the voting on the resolution by clicking “SUBMIT”.
- K. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/ JPG format) of certified true copy of relevant board resolution/authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'AVANTEL_EVENT No'
- L. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members at <https://evoting.kfintech.com/public/Faq.aspx> or call KFIn on 1800 – 309 - 4001 (Toll Free).

Details on Step 2 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	A. User already registered for IDeAS facility: 1. Open web browser and type 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. 2. A new screen will open. 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. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	B. Users 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 and proceed with completing the required fields. After successful registration, please follow the steps given above (A) to cast your vote.
	C. By visiting the e-voting website of NSDL: 1. Visit the e-voting website of NSDL. Open web browser and type 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 “Login” icon, available under the 'Shareholder/Member' section. 2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held 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. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.

	D. NSDL Speede Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	A. Existing user who have opted for Easi / Easiest 1. Open web browser and type: and click on login icon and select New System Myeasi 2. Shareholders can login through their existing user ID and password. The option will be made available to reach e-voting page without any further authentication. 3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links to ESPs. Click on KFintech to cast your vote.
	B. User not registered for Easi/Easiest Option to register for Easi/Easiest is available at www.cdslindia.com Proceed with completing the required fields. After successful registration, please follow the steps given above (A) to cast your vote.
	C. By visiting the e-voting website of CDSL: 1. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account. 2 After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFintech.
Individual Shareholders (holding securities in demat mode) logging through their depository participant(s)	1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature. 3. Click on option available against Company name or e-voting service provider - KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33

Those members who have not yet registered their email addresses are requested to get their email addresses registered with KFin, by following the procedure mentioned below:

- A. Shareholders, whose email address is not registered with the Company / RTA or with their respective Depository Participant(s) are requested to register their e-mail address in the following manner:
- Shareholders holding shares in physical form can register their e-mail id and mobile number with the RTA by sending an e-mail to RTA at einward.ris@kfintech.com.
 - Shareholders holding shares in demat mode may update the e-mail address and mobile number through their respective Depository Participant(s).

Please note that registration of e-mail address and mobile number is now mandatory while voting electronically and joining virtual meetings.

- B. KFin Technologies Limited, Registrar and Share Transfer Agent (“RTA”) of the Company has launched a unified platform “KPRISM” for the benefit of shareholders. KPRISM is a self-service portal can be accessed at [https://ris.kfintech.com/default.aspx#>Investor Services > Investor Support](https://ris.kfintech.com/default.aspx#>Investor%20Services>Investor%20Support), that enables the shareholders to access their portfolios serviced by KFIN, and check details like dividend status and make request for annual reports, change of address, update bank mandate, download standard forms, etc.

Members are requested to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, e-Meeting and e-Voting details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>

Also, members are required to furnish physical copies of self-attested Form ISR-1, PAN, Aadhaar, Cancelled Cheque, along with a request letter to KFin Technologies Limited for verification of KYC documents.

In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll-free number 1-800-309-4001.

Details on Step 3 are mentioned below:

Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company / KFintech. After logging in, click on the Video Conference tab and select the EVENT of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open at least 30 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC /OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number and email id.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only a single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on a first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

INSTRUCTIONS FOR MEMBERS FOR VOTING DURING THE E-AGM SESSION:

1. The e-voting window shall be activated upon instructions of the Chairman during the e-AGM.
2. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The shareholders shall be guided on the process during the e-AGM.
3. Members/shareholders attending the e-AGM through Video Conference and who have not cast their vote on resolutions through Remote e-Voting shall be eligible to cast their vote through e-voting system available during the e-AGM.
4. Members who have voted through Remote e-Voting will be eligible to attend the e-AGM, however, they shall not be allowed to cast their vote again during the e-AGM.

GENERAL INSTRUCTIONS:

1. Members holding shares either in demat or physical mode who are in receipt of Notice, may cast their votes through e-voting.

2. Members opting for e-voting, for which the USER ID and initial password are provided in a separate sheet. Please follow steps under heading 'INSTRUCTIONS FOR E-VOTING' above to vote through e-voting platform.
3. The e-voting period commences from **9.00 Hours (IST) on June 20, 2025, to 17.00 Hours (IST) on June 22, 2025**. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of June 12, 2025, may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
4. The Company has appointed Mr. M B Suneel (Membership No. ACS 31197 and CP No. 14449) of M/s. P S Rao & Associates, Practising Company Secretaries as the Scrutiniser to conduct the voting process (e-voting and poll) in a fair and transparent manner
5. The Scrutinizer shall, within a period not exceeding 48 hours from the conclusion of the Annual General Meeting unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report containing the details with respect to votes cast in favour, against, neutral/abstained, shall submit the Report to the Chairman of the Company.
6. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 35th Annual General Meeting of the Company scheduled to be held on Monday, June 23, 2025, the results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.avantel.in/investors> and on the website of KFintech, <https://evoting.kfintech.com/> within 48 hours of conclusion of the Annual General Meeting.

GENERAL INFORMATION:

1. The Company's equity shares are Listed at BSE Limited, Phiroze JeeJeebhoy Towers, Dalal Street, Mumbai - 400001, Maharashtra, India and National Stock Exchange of India Limited, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051, India; the Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2024-2025.
2. Members are requested to send all communication relating to shares (Physical and Electronic) to the Company's Registrar and Share Transfer Agent at KFIN Technologies Limited (Unit: Avantel Limited), Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Rangareddy, Telangana State, India.
3. Register of Directors and Key Managerial Personnel (KMP) and their shareholding under Section 170 of the Companies Act, 2013 and the rules made thereunder, and Register of Contracts maintained under Section 189 of the Companies Act, 2013 and the rules made thereunder are available for inspection at the registered office of the Company.
4. As required under Listing Regulations and Secretarial Standard - 2 on General Meetings, details in respect of Directors seeking appointment/re-appointment at the Annual General Meeting are separately annexed hereto. Directors seeking appointment / re-appointment have furnished requisite declarations under Section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.

By order of the Board of Directors
For **Avantel Limited**

Sd/-

Place: Hyderabad
Date: April 26, 2025

Abburi Vidyasagar
Chairman & Managing Director
DIN: 00026524

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No.3

To appoint a director in place of Mr. Abburi Siddhartha Sagar (DIN: 02312563), who retires by rotation and being eligible, offers himself for re-appointment.

Annexure to the Notice Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting on Monday, June 23, 2025, <i>[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)</i> <i>Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by</i> <i>the Institute of Company Secretaries of India]</i>		
Sl. No.	Particulars	Name of the Director
		Mr. Abburi Sidhartha Sagar
1.	DIN	02312563
2.	Date of birth and Age	26/11/1987; 37 Years
3.	Qualification	Postgraduate in MBA (Masters in Business Administration) from WP Carey, Arizona State University and a Master's Degree in Computer Science from Ira A Fulton Schools of Engineering, Arizona State University.
4.	Experience and expertise in specific functional areas	More than 14 years of experience in Sales, Business Management, Business Development, Technology and Strategic Planning.
5.	Brief Profile	The profile of Mrs. Abburi Sarada is enclosed in the Corporate Governance Report forming part of Annual Report.
6.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Son of Dr. Abburi Vidyasagar, Chairman & Managing Director and Mrs. Abburi Sarada, Whole-Time Director and CFO.
7.	Nature of appointment (appointment/re-appointment)	Retires by rotation and offers himself for re-appointment.
8.	Terms and Conditions of appointment / re-appointment	Appointment as a Whole-Time Director subject to retirement by rotation.
9.	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Rs.48,00,000/- per annum.
10.	Date of first appointment on the Board	01/03/2021
11.	Shareholding in the company including shareholding as a beneficial owner;	Holds 1,90,16,460 (7.77%) Equity Shares
12.	The number of Meetings of the Board attended during the year	6 out of 6
13.	Directorship Details of the Board	M/s. Imeds Global Private Limited M/s. Wiki Kids Private Limited
14.	Membership / Chairmanship of Committees of other Boards	Nil

Item No: 4

Dr. Abburi Vidyasagar was appointed as Managing Director of the Company vide Board Resolution dated January 27, 2022, and Shareholders resolution dated May 30, 2022, for a period of 3 years i.e., from April 1, 2022, to March 31, 2025, with a remuneration of Rs.36,00,000/- (Rupees Thirty Six Lakhs only) per annum. The tenure of Dr. Abburi Vidyasagar as Managing Director of the Company was expired on March 31, 2025. Taking into consideration his rich experience and contribution to the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, subject to the approval of the members at the ensuing AGM, had passed a resolution on March 27, 2025, approving the re-appointment of Dr. A. Vidyasagar as the Managing Director of the Company for a further period of three (3) years with effect from April 1, 2025 to March 31, 2028, at a remuneration of Rs.36,00,000/- (Rupees Thirty Six Lakhs Only) per annum along with a perquisite of rent-free accommodation, as approved by the Nomination and Remuneration Committee w.e.f. 01.04.2025. In addition to the above-mentioned salary and perquisites, Dr. A. Vidyasagar is also eligible for commission of 3% on net profits of the Company in pursuance of Section 198 of the Companies Act, 2013.

Keeping in view of his rich experience in the industry and having been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Dr. A. Vidyasagar as Managing Director.

Dr. Abburi Vidyasagar (64 Years) is a Postgraduate in Electronics and Communication Engineering. He did his B. Tech from JNTU, Kakinada, Andhra Pradesh from 1977 to 1981 and did his Master of Engineering from IIT, Kharagpur from 1981 to 1983. He also did Master of Business Administration from Osmania University, Hyderabad in the year 1989-1991. Dr. A. Vidyasagar received Doctorate from JNTU, Hyderabad for his outstanding work on E-Learning Methodologies.

Dr. A. Vidyasagar promoted Avantel Limited in 1990, a technology driven research-oriented Company and developed world-class infrastructure for design, manufacture and development of Wireless Products for Defence, Satellite Communications and Export Markets. Avantel with a team of engineers developed satellite communication products for voice and data communication working on Indian Satellites for various platforms like ships, submarines, aircrafts and helicopters. These products and solutions enhanced self-reliance of the Indian defence services and enabled network centric communication between mobile platforms of Indian Navy complying with military standards.

Following are few of his career achievements:

- Designed Micro Electronic Modules for Fighter Aircrafts and Electronic Warfare Systems.
- Designed Communications Equipment for Ground-to-Air and Air-to-Air Communications in Fighter Aircrafts.
- Project Appraisal for Techno-Economic feasibility of Technology driven SMEs in the areas of Electronics, Telecom, information Technology and Medical Services, Software Development and Project Management.
- Establishment of Software development centre for software export services.

Avantel has won the following accolades under his leadership:

- Avantel has been awarded “IEI Industry Excellence Awards” for the Year 2018
- Avantel has been awarded with "India SME 100 Awards" for the year 2018 by India SME forum.
- Avantel has been awarded “SME Empowering India Awards 2018” under the category of “Electronic Goods & Services 2018” by Arrucus Media Private Limited in coordination with National Productivity Council in May 2018.

- Avantel has been awarded with "ELCINA Defennovation Awards 2018" in Excellence in R&D - MSME Category

Dr. A. Vidyasagar is Chairman and Managing Director in Avantel Limited, Director in Imeds Global Private Limited and Wiki Kids Private Limited.

Dr. A. Vidyasagar holds 3,89,92,324 (15.93%) equity shares in the Company.

Dr. A. Vidyasagar is spouse of Mrs. A. Sarada, Whole Time Director & CFO of the Company and father of Mr. Abburi Siddhartha Sagar, Whole Time Director. Other than the said Directors, he is not related to any other Director or Manager or the Key Managerial Personnel of the Company.

Dr. A Vidyasagar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The following is the additional information as per Section II of Part II of Schedule V of the Companies Act, 2013:

I. General Information

(1) Nature of Industry:

The Company has over three decades of experience in Design, Development, Manufacturing, System Engineering, Deployment and After Market Support for a wide range of defence electronics products. The company offerings are either import substitutes or purely indigenous thus directly contributing towards making India truly self-reliant. Our core competencies include Wireless & Satellite systems, RF System Design, Embedded Systems & Signal Processing, Network Management & Software Development and Engineering & IT Services. The company invests its time and resources to constantly scale & upgrade in emerging technologies as per the needs of its customers.

(2) Date or expected date of commercial production:

The company was incorporated in the year 1990 and commercial production commenced simultaneously.

(3) In case of new companies, an expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

(4) Financial performance based on given indicators:

(Rs. In Lakhs)

Particulars	Financial Year 2024-25	Financial Year 2023-24
Total Revenue	24,848.36	22,391.75
Net Profit / Loss Before Tax (PBT)	8,271.56	7,447.31
Net Profit (PAT)	5,991.55	5,545.09

(5) Foreign investments or collaborations, if any: Nil

(II) Information about the appointee

(1) Background details:

Dr. Abburi Vidyasagar did his bachelor's in technology from Jawaharlal Nehru Technological University, Kakinada also did his master's in engineering from IIT, Kharagpur and He also did Master of Business Administration from Osmania University, Hyderabad in the year 1989-1991. Dr. Abburi Vidyasagar received a Doctorate from JNTU, Hyderabad for his outstanding work on E- Learning.

(2) Past remuneration:

Dr. Abburi Vidyasagar was drawing a remuneration of Rs.36,00,000/- (Rupees Thirty-Six Lakhs Only) per annum plus commission in the previous financial year.

(3) Recognition or awards:

During his tenure as the Managing Director, the company had bagged many prestigious awards like (a) "Excellence in Indigenous Development" by Society of Indian Aerospace Technologies & Industries (SIATI), Bangalore in September 2014 (b) "SME Excellence Award in innovation - for Electronic Goods & Component Sector" by Karnataka Small & Medium Business Owner's Association (KSMBOA) in July 2015 (c) "IEI Industry Excellence Award 2015" by the Institute of Engineers (India) in the 30th Indian Engineering Congress held at Guwahati in Dec 2015 (d) "India SME 100 Awards" for the year 2016 by India SME forum (e) patent for "Integrated UHF (Satcom& LOS) for Voice and Data Communication to work with Indian Satellite" in December 2016. Avantel has been awarded "IEI Industry Excellence Awards" for the Year 2018. (f) Avantel has been awarded with "India SME 100 Awards" for the year 2018 by India SME forum. (g) Avantel has been awarded "SME Empowering India Awards 2018" under the category of "Electronic Goods & Services 2018" by Arrucus Media Private Limited in coordination with National Productivity Council in May 2018. (h) Avantel has been awarded with "ELCINA Defennovation Awards 2018" in Excellence in R&D - MSME Category

(4) Job profile and his suitability:

Dr. Abburi Vidyasagar is a dedicated and committed personality with rich experience of more than three decades in telecommunications, software and satellite communication sectors. During his tenure as the Managing Director, he made significant contributions to the company.

Keeping in view that Dr. Abburi Vidyasagar has rich and varied experience in the industry and has been involved in the operations of the Company over a long period of time it would be in the interest of the Company, the Resolution is commended for your approval.

(5) Remuneration proposed:

The board has recommended a remuneration of Rs.36,00,000/- (Rupees Thirty-Six Lakhs Only) per annum along with the superannuation benefits as per the service rules of the company and a perquisite of Rent-Free Accommodation with effect from 1st April 2025.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

The proposed remuneration of Dr. Abburi Vidyasagar is in line with the remuneration being paid to the Managing Director in the relevant industry.

Considering the background, competence and experience of Dr. Abburi Vidyasagar, the proposed remuneration as set out in the resolution is considered to be fair, just and reasonable.

(7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Besides the proposed remuneration, Dr. Abburi Vidyasagar is the spouse of Smt. Abburi Sarada, Whole Time Director & CFO of the Company. As on 31.03.2025, Dr. Abburi Vidyasagar holds 3,89,92,324 equity shares constituting 15.93% of total equity share capital of the Company. He does not have any directorship or membership of the Board in any other listed Companies.

III. Other information:

1. Reasons for loss or inadequate profits:

At present the financial performance of the company is good and possesses adequate profits. Further, due to the delay in government procedures to finalize the orders and realization of the payments after execution of such projects there may be inadequate profits in any of the financial years in the near future.

2. Steps taken or proposed to be taken for improvement:

The operations of the company are being scaled up to increase revenues.

3. Expected increase in productivity and profits in measurable terms:

We expect a substantial increase in approval and implementation of various government projects leading to good improvement in operating margins.

The Board of Directors recommend the resolution in relation to the re-appointment of the Managing Director, for the approval of the shareholders of the Company in this resolution set out at item no. 4.

Item No.5

Smt. Abburi Sarada was appointed as Whole Time Director of the Company vide Board Resolution dated May 6, 2022, and Shareholders resolution dated May 30, 2022, for a period of 3 years i.e., from May 8, 2022, to May 7, 2025, with a remuneration of Rs.18,00,000/- (Rupees Eighteen Lakhs only) per annum. The tenure of Smt. Abburi Sarada as Whole Time Director of the Company was expired on May 7, 2025. The members of the board, based on the recommendation of the Nomination and Remuneration Committee, on March 27, 2025, have reappointed her for a further period of Three (3) years with a remuneration of Rs.30,00,000/- (Rupees Thirty Lakhs Only) per annum, with effect from May 8, 2025, subject to the approval of the members at the ensuing Annual General Meeting of the company.

She holds master's degrees in business administration from Madurai Kamaraj University. She did her Bachelor of Commerce from Osmania University and has also completed her bachelor's in communication and journalism from Padmavathi University. Mrs. Sarada has been associated with Avantel Limited since 1992. She has over 30 Years of experience in Finance and Banking. She has made a significant contribution to the growth of Avantel Limited during her tenure as Director of the Company. Mrs. Sarada is presently Whole Time Director & Chief Financial Officer (CFO) at Avantel Limited and Director of Imeds Global Private Limited.

Keeping in view of her rich and varied experience and her involvement in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Smt. Abburi Sarada as the Whole-Time Director. Smt. A Sarada does not have any other directorship or membership of committee of the Board in any other listed Company. The Board of Directors recommends a resolution in relation to the re-appointment of Whole Time Director, for the approval of the shareholders of the Company. The Employment Agreement containing the terms and Conditions of the appointment of Smt. Abburi Sarada, would be available for inspection by members on the website of the Company.

Smt. Abburi Sarada is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The following is the additional information as per Section II of Part II of Schedule V of the Companies Act, 2013:

I. General Information

- (1) Nature of industry: The Company has over three decades of experience in Design, Development, Manufacturing, System Engineering, Deployment and After Market Support for a wide range of defence

electronics products. The company offerings are either import substitutes or purely indigenous thus directly contributing towards making India truly self-reliant. Our core competencies include Wireless & Satellite systems, RF System Design, Embedded Systems & Signal Processing, Network Management & Software Development and Engineering & IT Services. The company invests its time and resources to constantly scale & upgrade in emerging technologies as per the needs of its customers.

- (2) Date or expected date of commercial production: The company was incorporated in the year 1990 and the commercial production commenced simultaneously.
- (3) In case of new companies, an expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial performance based on given indicators:

(Rs. In Lakhs)

Particulars	Financial Year 2024-25	Financial Year 2023-24
Total Revenue	24,848.36	22,391.75
Net Profit / Loss Before Tax (PBT)	8,271.56	7,447.31
Net Profit (PAT)	5,991.55	5,545.09

- (5) Foreign investments or collaborations, if any: Nil

(II) Information about the appointee

- (1) Background details:

holds master's degrees in business administration from Madurai Kamaraj University. She did her Bachelor of Commerce from Osmania University and has also completed her bachelor's in communication and journalism from Padmavathi University. Mrs. Sarada has been associated with Avantel Limited since 1992. She has over 30 Years of experience in Finance and Banking.

- (2) Past remuneration: Smt. Abburi Sarada, was drawing up a remuneration of Rs.18,00,000/- (Rupees Eighteen Lakhs only) per annum in the previous financial year.
- (3) Recognition or awards: Smt. Abburi Sarada (DIN: 00026543), played a vital role as the Whole Time Director, during her tenure, the company has bagged many prestigious awards like:
 - (a) "Excellence in Indigenous Development" by Society of Indian Aerospace Technologies & Industries (SIATI), Bangalore in September 2014
 - (b) "SME Excellence Award in innovation - for Electronic Goods & Component Sector" by Karnataka Small & Medium Business Owner's Association (KSMBOA) in July 2015
 - (c) "IEI Industry Excellence Award 2015" by the Institute of Engineers (India) in the 30th Indian Engineering Congress held at Guwahati in Dec 2015
 - (d) "India SME 100 Awards" for the year 2016 by India SME forum
 - (e) Patent for "Integrated UHF (Satcom& LOS) for Voice and Data Communication to work with Indian Satellite" in December 2016.
 - (f) "IEI Industry Excellence Awards" for the Year 2018.
 - (g) "India SME 100 Awards" for the year 2018 by India SME forum.

- (h) “SME Empowering India Awards 2018” under the category of “Electronic Goods & Services 2018” by M/s. Arrucus Media Private Limited in coordination with National Productivity Council in May 2018.
- (i) “ELCINA Defennovation Awards 2018” in Excellence in R&D - MSME Category.
- (j) “FTCCI Excellence Award” under the category of “Excellence in Research & Development (Micro and Small Enterprise)” by The Federation of Telangana chambers of Commerce and Industry-FTCCI. (k) “TOP 25 Innovative Company by CII Industrial Innovation Awards 2019” by CII
- (4) Job profile and her suitability: Smt. Abburi Sarada was associated with Avantel Limited since 1992 and had made a significant contribution to the growth of the company during her tenure as Director and Chief Financial Officer (CFO). Keeping in view of her rich and varied experience in the industry and her involvement in the operations of the Company over a long period of time, it would be in the interest of the Company, the resolution is commended for your approval.
- (5) Remuneration proposed: The board has recommended for a remuneration of Rs.30,00,000/- (Rupees Thirty Lakhs Only) per annum along with the superannuation benefits as per the service rules of the company with effect from May 8, 2025.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of origin):
The proposed remuneration of Smt. Abburi Sarada is in line with the remuneration being paid to any Director in the relevant industry. Considering the background, competence and experience of Smt. Abburi Sarada, the proposed remuneration as set out in the resolution is considered to be fair, just and reasonable.
- (7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.
Besides the proposed remuneration, Smt. Sarada is the spouse of Dr. Abburi Vidyasagar, Chairman & Managing Director and mother of Mr. Abburi Siddhartha Sagar, Whole-Time Director. Other than the said Directors, she is not related to any other Director or Manager or the Key Managerial Personnel of the Company. As on 31.03.2025, Smt. Abburi Sarada holds 1,50,74,940 equity shares constituting 6.16% of total equity share capital of the Company.

The Board of Directors recommend the resolution in relation to the re-appointment of Smt. Abburi Sarada, as Whole-Time Director of the Company, for the approval of the shareholders of the Company in this resolution set out at item no. 5.

Item No. 6

Pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, vide resolution dated March 27, 2025, appointed Mrs. Mini Ipe as an Additional Director in the capacity of Independent Director of the Company, for a term of 5 years with effect from March 27, 2025 to March 26, 2030, subject to approval of members of the Company.

As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through a special resolution.

In the opinion of the Board and the Nomination and Remuneration Committee, the following are the core skills/expertise/competencies required for the Independent Director in the context of the Company's business: Wide Management and Leadership Experience, Functional and Managerial experience, Diversity, Personal Values and Corporate Governance, among others.

Brief Profile of Mrs. Mini Ipe:

Mrs. Mini Ipe, aged 61 years, was the Managing Director of Life Insurance Corporation of India (LIC) since August 2, 2021, and retired on August 31, 2023. As Managing Director of LIC, she was overseeing functions relating to Pension & Group Schemes, Marketing – CLIA, CRM-Policy Servicing/Claims/Annuities, Finance & Accounts/ Taxation, Actuarial, Investment Front Office, Corporate Governance/ Compliance/ Golden Jubilee/ Liaison, Board Secretariat, Audit and RTI department. She led the Initial Public Offerings (IPO) of Life Insurance Corporation of India. She has rich and diverse experience of more than 38 years in the insurance sector. She has worked in various capacities and handled important assignments with great success. She was Zonal Manager In-charge of South-Central Zone, Hyderabad and holds distinction of being the first Lady Zonal Manager (In-charge) of LIC. She has handled the portfolios of personnel, marketing, estates, international operations, legal etc. She was Director & CEO of LICHFL Financial Services Ltd. and was instrumental in taking LICHFL Financial Services Ltd. to new heights in business revenue and profits during her tenure. She has been recognized as 'India's top 100 women in finance' in the year 2020 by the Association of International Wealth Management of India. She holds a master's degree in commerce from Andhra University. She has also completed the certification programme in IT and Cyber Security for Board Members from the Institute for Development and Research in Banking Technology (established by the Reserve Bank of India).

A notice under Section 160 of the Companies Act, 2013 has been received from a member of the Company proposing the candidature of Mrs. Mini Ipe.

The Company also received from Mrs. Mini Ipe: i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified as per Section 164(2) of the Companies Act, 2013; and iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149 of the Companies Act, 2013.

The Resolution set out at Item No.6 of the notice is put forth for consideration by the members as a Special Resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for the appointment of Mrs. Mini Ipe as an Independent Director of the Company.

The Letter of appointment of Mrs. Mini Ipe setting out the terms and conditions of appointment shall be available for inspection by members at the Registered / Corporate Office of the Company during normal business hours on any working day.

Keeping in view of her vast expertise and knowledge, it is proposed by the Management of the Company that Mrs. Mini Ipe be appointed as an Independent Director of the Company.

She does not hold any equity shares in the Company and is not debarred from holding the office of the Independent Director by virtue of any Order of SEBI or any other Authority.

Except Mrs. Mini Ipe, none of the Directors on the Board or Manager or the Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested financially or otherwise in the above Resolution set out at Item No.6 of the Notice.

Your directors recommend the Special Resolution for your approval.

Item No. 7, 8 & 9

Your Company believes that equity-based compensation plans are an effective instrument to align employee compensation to long term performance of the Company and also enhances overall shareholders' value creation. With a view to drive long term performance, retain key talent, attract new talent, and to provide an opportunity for the employees to participate in the growth of the Company, it is proposed to implement a stock option plan namely 'Avantel Employees Stock Option Plan 2025' ("ESOP 2025 / Scheme / Plan") to cover eligible employees of the Company.

Accordingly, the Nomination and Remuneration Committee of the Directors ("Committee" or "NRC") formulated the detailed terms and conditions of the Plan, which was duly approved by the Board of Directors at their Meeting held on March 27, 2025. The Plan shall be adopted and implemented, subject to further approval of the Members of the Company.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI Regulations"), the Company seeks approval of the Members for adoption and implementation of the Plan and grant of stock options thereunder to the employees of the Company and its Subsidiary Company(ies), as the Committee may decide under the Plan in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable laws. The management also proposes to extend stock options to employees of the subsidiary company under the 'Avantel Employee Stock Option Plan 2025', as per Regulation 6 of the SEBI SBEB Regulations. However, this extension is subject to approval by the shareholders of the Company.

Disclosure/main features of ESOP 2025 pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the Companies Act, 2013 are as follows:

- i. **Brief description of the Plan:** In view of the aforesaid background, the "Avantel Employee Stock Option Plan 2025" contemplates grant of options to eligible employees of the Company. The objective of the Plan is to reward the Employees for association, dedication and contribution to the goals of the Company. The Company intends to use this Plan to attract and retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The Company views Employee Stock Options as instruments that would enable the Employees to get a share in the value, they create for the Company in the years to come. The Key objectives of this Plan are as under:
 - a) To create sense of ownership amongst Employees through equity-based compensation and provide them an opportunity to partner in the success of business.
 - b) To attract premium talent to join the Company.
 - c) Retention of key talent within the Company.
 - d) Recognizing contributions of the Employees who are crucial for the success of the Company in the long run.
 - e) Provide an opportunity for wealth sharing with Employees.

The vesting of the options shall be in accordance with conditions as determined by the Nomination and Remuneration Committee. There shall be a minimum period of One Year between Grant of Options and Vesting of Options. Upon a valid Exercise of a Vested Option by a Participant, each Vested Option will entitle the Participant to 1 (one) Share of the Company.

- ii. **The total number of options to be offered and granted:** The total number of stock options to be granted in one or more tranches under the Plan shall not exceed 45,00,000 (Forty-Five Lakh), representing 1.84% (approx.) of the equity share capital of the Company post completion of the proposed issue of the Bonus shares

to the Equity Shareholders of the Company. Each option when exercised, would be converted into one equity share of Rs.2/- each (Rupees Two Only) fully paid-up.

Further, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the stock options granted. In this regard, the Committee shall adjust the number and price of the stock options granted in such a manner that the total value of the options granted under the Plan remain the same after any such corporate action. Accordingly, if any additional stock options are issued by the Company for making such fair and reasonable adjustment, the aforesaid ceiling, shall be deemed to be increased to the extent of such additional options issued.

- iii. **Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s):** Please refer to the table given above defining the eligible employees as per the Plan.
- iv. **Requirements of Vesting and period of Vesting/maximum period within which the options benefits shall be vested:** The vesting of the options shall be in accordance with conditions as determined by the Nomination and Remuneration Committee. Pursuant to the Plan there shall be a minimum period of one year between Grant of Options and Vesting of Options. Further options granted under Plan, shall vest after expiry of a minimum of 1 (One) year but not later than maximum of 4 (Four) years from the date of Grant, in the manner as decided by the Nomination and Remuneration Committee.
- v. **Exercise price, purchase price or pricing formula:** The exercise price will be determined by the Nomination and Remuneration Committee at the time of Grant of Options and as detailed in the Grant Letter which shall be at a discount of not more than 70% of the price as defined below, whichever is lower:
 - a) Closing price of the Share prior to the date of grant; or
 - b) Three months volume weighted average price preceding the grant date.However, the exercise price per Option shall not be less than the face value of the equity shares of the Company.
- vi. **Exercise period/offer period and process of exercise/acceptance of offer:** The Options may be Exercised by the Participant upon Vesting subject to the terms and conditions as may be determined by the Nomination and Remuneration Committee and as set forth under the Plan.
- vii. **The appraisal process for determining the eligibility of employees for the scheme(s):** In determining the eligibility of an Employee to receive an Option under the Plan as well as in determining the number of Options to be granted to any Employee, the Nomination and Remuneration Committee shall formulate the criterion for Grant of Options based on, but not limited to, 1 (one) or more of the following: a) Number of years of service of the Employee; b) Grade / level of the Employee; c) Performance of the Employee; d) Future potential of the Employee; e) Role criticality, based on the function leader's assessment of the individual and role; and / or f) Any other criteria as may be determined by the Nomination and Remuneration Committee.
- viii. **Maximum number of options to be offered and issued per employee and in aggregate:** Based on the eligibility criteria set out in the plan, the Nomination and Remuneration Committee (NRC) will decide.
- ix. **Maximum quantum of benefits to be provided per employee:** The maximum quantum of benefits underlying the stock options issued to an eligible employee shall depend upon the number of stock options held by the employee and the market price of the equity shares as on the date of sale.
- x. **Whether the Plan is to be implemented and administered directly by the Company or through a trust:** The Company shall directly implement and administer the Avantel Employees Stock Option Plan 2025 through the Board/the Nomination & Remuneration Committee.

- xi. Whether the Plan involves new issue of shares by the Company or secondary acquisition by the trust or both:** Company shall issue new shares on exercise of stock options under the Avantel Employee Stock Option Plan 2025.
- xii. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.:** Not Applicable
- xiii. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s):** Not Applicable
- xiv. A statement to the effect that the company shall conform to the accounting policies specified:** Members are requested to note that the Company shall confirm to the applicable Accounting Standards and Policies as applicable to the Company, from time to time.
- xv. the method which the company shall use to value its options:** The company adopts the Fair Value method for valuing the stock options.
- xvi. Period of lock-in:** The equity shares allotted upon exercise of stock options under the Plan are not subject to any lock in period.
- xvii. Terms & conditions for buyback, if any, of specified securities covered under these regulations:** None
- xviii. The conditions under which option vested in employees may lapse:** The specific circumstances under which employees' options may lapse are subject to the terms and conditions as may be determined by the Nomination and Remuneration Committee and as set forth under the Plan.
- xix. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:** The employee shall exercise the vested options subject to the terms and conditions as may be determined by the Nomination and Remuneration Committee and as set forth under the Plan.

Approval of the Members is sought in terms of Section 62 of Companies Act, 2013 and rules made thereunder, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any other applicable provisions of law, for the issuance of stock options convertible into equity shares of the Company to Employees under the Avantel Employees Stock Option Plan 2025. The Board/ Nomination and Remuneration Committee shall have the absolute authority to vary or modify the terms hereinabove in accordance with and subject to all applicable guidelines which may be stipulated by SEBI, RBI or otherwise.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent of Equity Shares held by them in the Company or the Options that have been/may be granted under the Plan.

Your directors recommend the resolution set out at Item no. 7, 8 and 9 for approval of the Members by way of Special Resolutions.

Item No. 10 & 11

As per the provisions of Section 180(1)© of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company. Considering the expansion of its business operations, the Company has initiated a growth strategy to scale its activities. It is actively exploring various project development opportunities, resulting in a strong project pipeline. To effectively pursue these value-driven opportunities, timely access to specific funding options is essential. This will enable the company to pursue, finance, and successfully complete transactions in the best interest of its stakeholders. Therefore, it is essential to obtain board and shareholder approval for increasing the borrowings limits

from Rs.100 Crore Crores (Rupees One Hundred Crores Only) to Rs.200 Crore Crores (Rupees Two Hundred Crores Only) under section 180(1)(c). It would be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium but that shall not to exceed Rs.200 Crores (Rupees Two Hundred Crores Only). The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 empowered the Board by way of special resolution to hypothecate/mortgage/pledge and/ or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company, within the overall ceiling prescribed by the members of the Company in terms of Section 180 (1)(c) of the Companies Act, 2013. As the borrowing limit of Section 180 (1)(c) is sought to be enhanced, it is proposed to seek a fresh consent of the members in terms of Section 180(1)(a) of the Companies Act, 2013 to hypothecate/mortgage/pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company as and when necessary to secure the borrowings from time to time, within the overall ceiling approved by the Members of the Company, in terms of Section 180(1) (c) of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 and 11.

The Board of Directors recommends the special resolution as set out in item no. 10 and 11, for approval.

Item No. 12

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on April 26, 2025, have approved and recommended the appointment of M/s. P S Rao & Associates, Peer Reviewed Firm of Company Secretaries in Practice as Secretarial Auditors of the Company for a term of up to 5 (Five) consecutive years to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 40th AGM of the Company to be held in the Year 2030 on following terms and conditions:

- a. Term of appointment: Up to 5 (Five) consecutive years from the conclusion of this AGM till the conclusion of 40th AGM.
- b. Proposed Fees: At such fee plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit as determined by the Board of Directors from time to time.
- c. Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.
- d. Credentials: M/s. P S Rao & Associates ('Secretarial Audit Firm'), established in the year 1994, is a reputed firm of Company Secretaries in Practice specialized in Secretarial Audit and other corporate law matters. The firm is registered with the Institute of Company Secretaries of India and has an experience of more than 30 years in providing various corporate law services. The Firm also holds a valid Peer Review Certificate.

M/s. P S Rao & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of the provisions of the Act & Rules made thereunder and SEBI LODR Regulations. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No.12 for approval of the Members as an Ordinary Resolution.

Item No. 13

The Board of Directors of your Company, pursuant to the recommendation of the Audit Committee, at its meeting held on April 26, 2025, has appointed M/s. MPR & Associates, Cost Accountants, (Registration No. 000413) as the Cost Auditor of the Company for the F.Y. 2025-26, at a remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only).

In accordance with Rule 14 of the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors requires ratification by the Shareholders and hence the resolution at No.13 in the Notice attached herewith is put up for the consideration of the shareholders.

Hence, the respective resolution is recommended for your consideration and approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.13 in the Notice attached herewith.

Your directors recommend the Ordinary Resolution for your approval.

By order of the Board of Directors
For **Avantel Limited**

Place: Hyderabad
Date: April 26, 2025

Sd/-
Abburi Vidyasagar
Chairman & Managing Director
DIN: 00026524

Annexure to the Notice
Details of Directors seeking Appointment/Re-appointment
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

Sl. No.	Particulars	Name of the Director		
		Dr. Abburi Vidyasagar	Mr. Abburi Sarada	Mrs. Mini Ipe
1.	DIN	00026524	00026543	07791184
2.	Date of birth and Age	15-06-1960; 64 Years	14-10-1964; 60 Years	19-08-1963; 61 Years
3.	Qualification	Postgraduate in Electronics and Communication Engineering, B. Tech from Jawaharlal Nehru Technological University (JNTU), Kakinada, Postgraduate in MBA (Masters in Business Administration) from Osmania University and Ph.D from JNTU, Hyderabad.	Postgraduate in MBA (Masters in Business Administration) from Madurai Kamaraj University. She did her Bachelor of Commerce from Osmania University and has also completed her Bachelors in Communication and Journalism from Padmavathi University.	Master's Degree in Commerce from Andhra University and certification programme in IT and Cyber Security for Board Members from the Institute for Development and Research in Banking Technology.
4.	Experience and expertise in specific functional areas	Strategic Planning & Executive Decision making. Design and Engineering of avionics equipment and Sales and marketing strategy & execution satellite communication products.	More than 30 years of experience in Finance and Banking.	More than 38 years of experience in Accountancy, Finance, Law, Information Technology, Human Resources, Risk Management, Business Management, Insurance, Customer Service, Marketing, Stressed Asset Management.
5.	Brief Profile	Brief Profile is given in the Explanatory Statement forming part of Notice.	The profile of Mrs. Abburi Sarada is enclosed in the Corporate Governance Report forming part of the Annual Report.	Brief Profile is given in the Explanatory Statement forming part of Notice.
6.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Spouse of Mrs. A. Sarada, Whole Time Director & CFO of the Company and father of Mr. Abburi Siddhartha Sagar, Whole Time Director.	Spouse of Dr. Abburi Vidyasagar, Chairman & Managing Director and mother of Mr. Abburi Siddhartha Sagar, Whole-Time Director.	Not related to Directors, Manager and other Key Managerial Personnel of the Company.
7.	Nature of appointment (appointment/ re-appointment)	Re-appointment as a Whole-Time Director subject to retirement by rotation.	Appointment as an Independent Director of the Company.	Appointment as an Independent Director of the Company.

Annexure to the Notice
Details of Directors seeking Appointment/Re-appointment

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

Sl. No.	Particulars	Name of the Director		
		Mr. Abburi Sidhartha Sagar	Dr. Ajit Tavanappa Kalghatgi	Ms. Harita Vasireddi
8.	Terms and Conditions of appointment / re-appointment	Re-appointment as the Managing Director of the Company for a period of 3 years i.e., from April 1, 2022, to March 31, 2025	Re-appointment as a Whole-Time Director of the Company for a period of 3 years i.e., from May 8, 2025, to May 7, 2028,	Mrs. Mini Ipe be appointed as an Independent Director for a period of 5 years, i.e., from March 27, 2025, to March 26, 2030.
9.	Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	As mentioned in the explanatory statement above	As mentioned in the explanatory statement above	The sitting fee will be in line with other Independent Directors.
10.	Date of first appointment on the Board	01/04/2007	01/08/1992	27/03/2025
11.	Shareholding in the company including shareholding as a beneficial owner;	3,89,92,324 (15.93%)	1,50,74,940 (6.16%)	Nil
12.	The number of Meetings of the Board attended during the FY 2023-24	6 out of 6	6 out of 6	NA
13.	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Rs.36,00,000 per annum	Rs.18,00,000 per annum	NA
14.	Directorship Details of the Board	1) Imeds Global Pvt. Ltd. 2) Wiki Kids Pvt. Ltd.	M/s. Imeds Global Private Limited	M/s. PTC India Limited M/s. Axis Bank Limited M/s. LIC (International) BSC (C)

Annexure to the Notice Details of Directors seeking Appointment/Re-appointment <i>[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]</i>				
Sl. No.	Particulars	Name of the Director		
		Mr. Abburi Sidhartha Sagar	Dr. Ajit Tavanappa Kalghatgi	Ms. Harita Vasireddi
15.	Membership / Chairmanship of Committees of other Boards	NIL	NIL	1) Member of Audit Committee and Nomination and Remuneration Committee of Axis Bank Limited. 2) Member of Audit Committee and Risk Management Committee of LIC (International) BSC (C).
16.	Names of listed entities from which the person has resigned in the past three years	NIL	NIL	M/s. DCM Shriram Industries Limited M/s. LICHFL Care Homes Limited M/s. Life Insurance Corporation of India

By order of the Board of Directors
For **Avantel Limited**

Sd/-

Abburi Vidyasagar
Chairman & Managing Director
DIN: 00026524

Place: Hyderabad
Date: April 26, 2025

DIRECTORS' REPORT

Dear Member(s),

Your directors take pleasure in presenting the 35th Annual Report and the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended March 31, 2025:

1. Financial Highlights

The Standalone and Consolidated performance for the Financial Year ended March 31, 2025, is as under:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Income from Operations	24,848.36	22,391.75	24,912.62	22,436.70
Other Income	176.23	130.10	178.81	142.16
Total Income	25,024.58	22,521.85	25,091.43	22,578.86
Cost of Materials Consumed	8,321.82	7,723.32	8,373.64	7,784.98
Change in Inventories	(1,980.62)	(77.61)	(1,980.62)	(77.61)
Employee benefit expenses	5,198.34	3,411.05	5,395.48	3,562.57
Finance Cost	303.52	417.42	304.58	417.82
Depreciation	1,139.09	706.07	1,180.35	749.80
Other expenses	3,770.87	2,894.29	3,873.99	2,987.09
Total Expenses	16,753.02	15,074.53	17,147.42	15,424.65
Profit/(Loss) – Before Tax & Exceptional Items	8,271.56	7,447.31	7,944.01	7,154.21
Current Tax	2,321.61	1,968.97	2,321.61	1,968.97
Deferred Tax	(41.60)	(66.75)	(22.06)	(70.24)
Profit/(Loss) – After Tax	5,991.55	5,545.09	5,644.46	5,255.48
Other comprehensive Income (Net Tax)	(34.98)	(36.76)	(34.98)	(36.76)
Total Comprehensive Income	5,956.56	5,508.33	5,609.48	5,218.72

2. State of the Company's Affairs

During the financial year 2024-2025, your Company recorded a turnover of Rs. 24,848.36 Lakhs and earned a net profit of Rs. 5,956.56 Lakhs on a standalone basis and a turnover of Rs. 24,912.62 Lakhs and net profit was Rs. 5,609.48 Lakhs on a consolidation basis.

3. Transfer of amount to Reserves

The Board of Directors do not propose to transfer any amount to the General Reserve for the Financial Year ended March 31, 2025.

4. Dividend

The Board of Directors has recommended a final dividend of Re.0.20/- per equity share of Rs.2/- (Two rupees) each fully paid-up of the Company for the financial year 2024-25. Dividend is subject to the approval of

members at the ensuing Annual General Meeting and shall be subject to deduction of income tax at source. The Dividend will be paid to members whose names appear in the register of members as on a record date and in respect of shares held in dematerialized form, it will be paid to the members whose names are furnished by NSDL and CDSL as beneficial owners as on that date.

5. Listing of Equity Shares

The Company's equity shares are listed on the following Stock Exchanges having a nationwide trading terminal:

- (a) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, Maharashtra, India; and
- (b) National Stock Exchange of India Limited, Exchange Plaza, Floor 5, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India.

The Company has paid the Annual Listing Fees to the said Stock Exchanges for the Financial Year 2024-25.

The Company has received approval from the National Stock Exchange of India Limited (NSE) for the listing of its Equity Shares on the NSE Main Board, as per letter No. NSE/LIST/163 dated July 29, 2024. Accordingly, the Company's Equity Shares began trading on the NSE with effect from the start of trading hours on Wednesday, July 31, 2024, under the designated symbol "AVANTEL".

6. Subsidiary Companies

M/s. Imeds Global Private Limited, a Wholly Owned Subsidiary Company. As per the provisions of Section 129 of the Companies Act, 2013, read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing the salient features of the Financial Statements of the Subsidiary Company in Form AOC-1 is enclosed as **Annexure – 1**.

7. Performance and contribution of each of the Subsidiaries, Associates and Joint Ventures

As per Rule 8 of the Companies (Accounts) Rules, 2014, a Report on the financial performance of Subsidiaries, Associates and Joint Venture Companies along with their contribution to the overall performance of the Company during the Financial Year ended March 31, 2025, is annexed to this Board's Report as **Annexure – 1**.

8. Consolidated Financial Statements

The Consolidated Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013.

The Consolidated Financial Statements for the Financial Year ended March 31, 2025, forms part of the Annual Report.

As per the provisions of Section 136 of the Companies Act, 2013, the Company has placed the Audited Financial Statements of its Subsidiary Company on its website <https://www.avantel.in/> and the same shall be provided to the shareholders upon their request.

9. Share Capital

The Authorized Share Capital of the Company as on March 31, 2025, is Rs.60,00,00,000/- (Rupees Sixty Crores only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of Rs.2/- (Rupees Two Only) each.

The Paid-up Share Capital of the Company as on March 31, 2025, is Rs.48,94,71,640/- divided into 24,47,35,820 equity shares of Rs.2/- each fully paid up.

During the year under review, the paid-up share capital of the Company increased pursuant to the exercise of 14,66,240 Employee Stock Option Plan (ESOP) grants by employees, which were converted into 14,66,240 equity shares.

10. Variations in Net worth

The Standalone Net worth of the Company for the Financial Year ended March 31, 2025, is Rs. 24,801.16 Lakhs as compared to Rs. 17,141.39 Lakhs for the previous financial year ended March 31, 2024, and the Consolidated Net worth of the Company for the Financial Year ended March 31, 2025, is Rs. 23,724.61 Lakhs as compared to Rs. 16,411.92 Lakhs for the previous Financial Year ended March 31, 2024.

11. Directors

During the year under review, Mr. Naveen Nandigam (DIN: 02726620) and Mr. Yalamanchili Kishore (DIN: 01633048) have ceased to be Independent Directors of the Company with effect from May 31, 2024, upon completion of their second term as Independent Directors.

Dr. Abburi Vidyasagar (DIN: 00026524), has been re-appointed as the Managing Director of the Company for a period of three (3) years, effective from April 1, 2025, to March 31, 2028.

Smt. Abburi Sarada (DIN: 00026543) has been re-appointed as the Whole-time Director of the Company for a period of three (3) years, effective from May 8, 2025, to May 7, 2028.

Mrs. Mini Ipe (DIN: 07791184) has been appointed as an Additional Director (Non-Executive – Independent) of the Company for a period of 5 years, effective from March 27, 2025, to March 26, 2030.

Apart from the above, there were no other changes in the composition of the Board of Directors during the financial year ended March 31, 2025.

12. Appointment/Re-appointment

The Board of Directors of the Company at their meeting held on March 27, 2025, based on the recommendation of the Nomination & Remuneration Committee, had re-appointed Dr. Abburi Vidyasagar (DIN: 00026524), as Managing Director of the Company with effect from March 27, 2025, and the same is being placed before the shareholders of the Company in this 35th Annual General Meeting for their approval.

The Board of Directors of the Company at their meeting held on March 27, 2025, based on the recommendation of the Nomination & Remuneration Committee, had re-appointed Smt. Abburi Sarada (DIN: 00026543), as Whole-time Director of the Company with effect from March 27, 2025, and the same is being placed before the shareholders of the Company in this 35th Annual General Meeting for their approval.

The Board of Directors of the Company at their meeting held on March 27, 2025, based on the recommendation of the Nomination & Remuneration Committee, had re-appointed Ms. Mini Ipe (DIN: 07791184), as Independent Director of the Company with effect from March 27, 2025, and the same is being placed before the shareholders of the Company in this 35th Annual General Meeting for their approval.

13. Key Managerial Personnel

The following have been designated as the Key Managerial Personnel of the Company pursuant to Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Dr. Abburi Vidyasagar	-	Managing Director
Mrs. Abburi Sarada	-	Whole-time Director & Chief Financial Officer
Mr. Abburi Siddhartha Sagar	-	Whole-Time Director
Mr. D. Rajasekhara Reddy	-	Company Secretary & Compliance Officer

14. Number of Meetings of the Board of Directors

During the financial year ended March 31, 2025, six Board meetings were held on the following dates: April 25, 2024, July 19, 2024, October 5, 2024, October 24, 2024, January 18, 2025, and March 27, 2025.

The gap between two Meetings did not exceed 120 days and the Meetings were conducted in compliance with all applicable laws. The necessary quorum was present for all the Board Meetings.

The attendance of the Directors at the Board Meetings held during the year is as follows:

Name of the Director	Number of Board Meetings	
	Held	Attended
Dr. Abburi Vidyasagar	6	6
Mrs. Abburi Sarada	6	6
Mr. Abburi Siddhartha Sagar	6	6
Mr. Myneni Narayana Rao	6	6
Mr. Ramchander Vyasabhattu	6	6
Dr. Ajit Tavanappa Kalghatgi	6	6
Ms. Harita Vasireddi	6	6
Mr. Naveen Nandigam#	1	1
Mr. Yalamanchili Kishore#	1	1
Mrs. Mini Ipe*	0	0

Note: # Mr. Naveen Nandigam (DIN: 02726620) and Mr. Yalamanchili Kishore (DIN: 01633048) have ceased to be Independent Directors of the Company with effect from May 31, 2024, upon completion of their second term as Independent Directors.

* Mrs. Mini Ipe (DIN: 07791184) has been appointed as an Additional Director (Non-Executive – Independent) of the Company, effective from March 27, 2025.

15. Particulars of Loans, Guarantees, Securities or Investments under Section 186

The details of Loans, Guarantees, Investments and Security made during the Financial Year ended March 31, 2025, is given in compliance with the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and the same is annexed to the Board's Report as **Annexure – 2**.

16. Particulars of Contracts or Arrangements with Related Parties

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All the related party transactions are approved by the Audit Committee and Board of Directors.

The Company has developed a Policy on Related Party Transactions for the purpose of identification and monitoring of such transactions.

The particulars of contracts or arrangements with related parties referred to in sub section (1) of Section 188 entered by the Company during the Financial Year ended March 31, 2025, in prescribed Form AOC-2 is annexed to this Board's Report as **Annexure – 3**.

The policy on Related Party Transactions as approved by the Board is uploaded on the website of the Company and the web link is <https://www.avantel.in/investors>

17. Annual Return

Annual Return in Form MGT-7 is available on the Company's website, the web link for the same is <https://www.avantel.in/investors>.

18. The conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to the provisions of Section 134(3)(m) of the Companies Act, 2013 (Act) read with the Companies (Accounts) Rules, 2014

Information with respect to conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 134(3) (m) of the Act read with the Companies (Accounts) Rules, 2014 is annexed to this Board's Report as **Annexure – 4**.

19. Audit Committee

During the financial year ended March 31, 2025, five Audit Committee meetings were held on the following dates: April 25, 2024, July 19, 2024, October 5, 2024, October 24, 2024, January 18, 2025.

The maximum time gap between any two meetings was not more than one hundred and twenty days.

During the year, there has been no such incident where the Board has not accepted the recommendation of the Audit Committee during the year.

Composition, Name's of members & Chairperson and Attendance at Meetings

Name of the Director	Designation	Number of Meetings	
		Held	Attended
Mr. Vyasabhattu Ramchander	Chairperson	5	5
Mr. Myneni Narayana Rao	Member	5	5
Dr. Ajit Tavanappa Kalghatgi	Member	5	5
Mr. Naveen Nandigam#	Member	1	1
Mr. Yalamanchili Kishore#	Member	1	1

Note:# Mr. Naveen Nandigam (DIN: 02726620) and Mr. Yalamanchili Kishore (DIN: 01633048) have ceased to be Independent Directors of the Company with effect from May 31, 2024, upon completion of their second term as Independent Directors.

20. Nomination and Remuneration Committee**❖ Brief description of the terms of reference:**

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- for every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a) use the services of an external agencies, if required;
 - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) consider the time commitments of the candidates.

- formulation of criteria for evaluation of performance of Independent Directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- recommend to the board, all remuneration, in whatever form, payable to senior management.

Composition, name of members & Chairperson, meetings held during the year and attendance at meetings.

During the financial year ended March 31, 2025, three Nomination and Remuneration Committee meetings were held on the following dates: April 25, 2024, November 9, 2024, and March 27, 2025.

Composition, Name's of members & Chairperson and Attendance at Meetings

Name of the Director	Designation	Number of Meetings	
		Held	Attended
Mr. Myneni Narayana Rao	Chairman	3	3
Mr. Vyasabhattu Ramchander	Member	3	3
Dr. Ajit Tavanappa Kalghatgi	Member	3	3
Ms. Harita Vasireddi	Member	3	3
Mr. Naveen Nandigam#	Member	1	1
Mr. Yalamanchili Kishore#	Member	1	1

Note:# Mr. Naveen Nandigam (DIN: 02726620) and Mr. Yalamanchili Kishore (DIN: 01633048) have ceased to be Independent Directors of the Company with effect from May 31, 2024, upon completion of their second term as Independent Directors.

21. Corporate Social Responsibility (CSR)

Avantel is committed to improve the lives of the society in which it operates. The Company believes in “looking beyond business” and strives to create a positive impact on the communities it serves and on the environment. The Company is committed not just to profits, but also towards leaving a deeper imprint on the society as a whole. We understand that there is a need to strike a balance between the overall objectives of achieving corporate excellence visà-vis the company's responsibilities towards the community.

Pursuant to the provisions of Section 135 and Schedule VII of the Companies Act, 2013, CSR Committee of the Board of Directors had framed the policy on Corporate Social Responsibility and the Projects and Programmes undertaken by the Company during the year have been provided in Annexure-5 and forms part of this Report.

During the F.Y.2024-25 the Company was required to spend an amount of Rs.91,33,056/- for implementation of various CSR activities in terms of Section 135 of the Companies Act, 2013. In this regard the Company has spent an amount of Rs.92,00,000/- on CSR activities which is in excess of the minimum amount required to be spent by the Company.

During the year, one Meeting of the Corporate Social Responsibility Committee was held on April 25, 2025.

Composition, Name's of members & Chairperson and Attendance at Meetings

Name of the Director	Designation	Number of Meetings	
		Held	Attended
Mr. Ramchander Vyasabhattu	Member	1	1
Mrs. Abburi Sarada	Member	1	1
Dr. Ajit Tavanappa Kalghatgi	Member	1	1
Mr. Naveen Nandigam#	Chairperson	1	1
Mr. Yalamanchili Kishore#	Member	1	1
Mrs. Mini Ipe*	Member	0	0

Note: # Mr. Naveen Nandigam (DIN: 02726620) and Mr. Yalamanchili Kishore (DIN: 01633048) have ceased to be Independent Directors of the Company with effect from May 31, 2024, upon completion of their second term as Independent Directors.

* Mrs. Mini Ipe was appointed as a member of the Corporate Social Responsibility Committee with effect from March 27, 2025.

22. Stakeholders Relationship Committee

During the year, one Meeting of the Stakeholders Relationship Committee was held on January 18, 2025.

Composition, Name's of members & Chairperson and Attendance at Meetings

Name of the Director	Designation	Number of Meetings	
		Held	Attended
Mr. Myneni Narayana Rao	Chairman	1	1
Dr. Abburi Vidyasagar	Member	1	1
Ms. Harita Vasireddi*	Member	1	1
Mrs. Mini Ipe*	Member	0	0

Note: *Mrs. Mini Ipe was appointed as a member of the Stakeholders Relationship Committee with effect from March 27, 2025.

Terms of Reference

- (i) Resolving the grievances of the security holders including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, non-receipt of new/duplicate certificates, etc.
- (ii) Review of measures taken for effective exercise of voting rights by shareholders.
- (iii) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (iv) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

23. Risk Management Committee

The Committee has formulated a Risk Management Policy for dealing with different kinds of risks which it faces in day-to-day operations of the Company. The Risk Management Policy of the Company outlines different kinds of risks and risk mitigating measures to be adopted by the Board. The Company has adequate internal control systems and procedures to combat risks. The Risk management procedures are reviewed by the Audit Committee and the Board of Directors on a quarterly basis at the time of review of the Quarterly Financial Results of the Company.

Brief description of terms of reference

1. To formulate a detailed Risk Management Policy which shall include:
 - a) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, Environment, Social and Governance related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c) Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
7. The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

Composition, name of members & Chairperson, meetings held during the year and attendance at meetings.

During the year, two Meeting of the Risk Management Committee were held on January 18, 2025 and March 27, 2025.

Composition, Names of members & Chairperson and Attendance at Meetings

Name of the Director	Designation	Number of Meetings	
		Held	Attended
Mr. Abburi Siddhartha Sagar	Chairman	2	2
Dr. Ajit T. Kalghatgi	Member	2	2
Ms. Harita Vasireddi	Member	2	2
Mr. Vyasabhattu Ramchander	Member	2	2
Mr. P Bala Bhaskar Rao	Member	2	2
Mr. N Srinivas Rao	Member	2	2
Mr. P Srinivasa Rao	Member	2	1

24. ESOP Allotment Committee

During the year, Four Meetings of the Share Allotment Committee were held on December 26, 2024, January 27, 2025, February 26, 2025, and March 15, 2025.

Composition, Names of members & Chairperson and Attendance at Meeting

Name of the Director	Designation	Number of Meetings	
		Held	Attended
Smt. Abburi Sarada	Chairperson	4	4
Mr. Abburi Siddhartha Sagar	Member	4	4
Mr. P Srinivasa Rao	Member	4	4

25. Mechanism for Evaluation of the Board

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance and that of its committees as well as performance of the Directors individually. Feedback was sought by way of a structured questionnaire covering 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 and the evaluation was carried out based on responses received from the Directors.

The evaluation is performed by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

In line with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/004, dated January 5, 2017, the Company has adopted the criteria recommended by the SEBI.

The Directors were given Five Forms for evaluation of the following:

- (i) Evaluation of Board;
- (ii) Evaluation of Committees of the Board;
- (iii) Evaluation of Independent Directors;
- (iv) Evaluation of Managing Director and Executive Directors; and
- (v) Evaluation of Chairman.

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

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

The Chairperson, based on the Evaluation done by the Directors, informed that the performance of the Directors is satisfactory, and they are recommended for continuation as Directors of the Company.

26. Management Discussion and Analysis

The Management Discussion and Analysis, as required under the Listing Regulations, forms an integral part of this Report.

27. Directors' Responsibility Statement as required under Section 134 of the Companies Act, 2013

Pursuant to the requirement under Section 134 of the Companies Act, 2013, with respect to the Directors' Responsibility Statement, the Board of Directors of the Company hereby confirms:

- i) that in the preparation of the Annual Accounts, the applicable accounting standards have been followed;
- ii) that the Directors have 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 on March 31, 2025, and of Profit and Loss Account of the Company for that period;
- iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors have prepared the Annual Accounts for the Financial Year ended March 31, 2025, on a going concern basis;
- v) that the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi) that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

28. Statement on Declaration given by Independent Directors under Section 149

The Independent Directors have submitted a declaration of independence, as required pursuant to sub-section (7) of Section 149 of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section (6) of Section 149.

29. Familiarization programmes imparted to Independent Directors

The Members of the Board of the Company have been provided with opportunities to familiarize themselves with the Company, its Management and its operations. The Directors are provided with all the documents to enable them to have a better understanding of the Company, its various operations and the industry in which it operates.

All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement.

Executive Directors and Senior Management provide an overview of the operations and familiarize the new Non-Executive Directors with matters related to the Company's values and commitments. They are also introduced to the organization structure, constitution of various committees, board procedures, risk management strategies, etc.

Strategic presentations are made to the Board where Directors get an opportunity to interact with Senior Management. Directors are also informed of the various developments in the Company through Press Releases, emails, etc.

Senior management personnel of the Company make presentations to the Board Members on a periodical basis, briefing them on the operations of the Company, plans, strategy, risks involved, new initiatives, etc., and seek their opinions and suggestions on the same. In addition, the Directors are briefed on their specific responsibilities and duties that may arise from time to time.

The Statutory Auditors and Internal Auditors of the Company make presentations to the Board of Directors on

Financial Statements and Internal Controls. They will also make presentations on regulatory changes from time to time.

The details of the familiarisation programme are available on the website: <https://www.avantel.in/investors>

30. Meeting of Independent Directors

A separate meeting of the Independent Directors was held under the Chairmanship of Mr. Vyasabhattu Ramchander, Independent Director on January 18, 2025, inter-alia, to discuss evaluation of the performance of the Board as a whole, evaluation of the performance of the Chairman, taking into account the views of the Executive and the evaluation of the quality, content and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole.

31. Registration of Independent Directors in Independent Directors Data bank

All the Independent Directors of your Company have been registered and are members of Independent Directors Data bank maintained by the Indian Institute of Corporate Affairs (IICA).

32. Online Proficiency Self-Assessment Test

All Independent Directors of the Company have passed the Online Proficiency Self-Assessment Test conducted by Indian Institute of Corporate Affairs (IICA).

33. Confirmation and Opinion of the Board on Independent Directors

All the Independent Directors of the Company have given their respective declaration/ disclosures under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations and have confirmed that they fulfill the independence criteria as specified under section 149(6) of the Act and Regulation 16 of the Listing Regulations and have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. Further, the Board, after taking these declarations/disclosures on record and acknowledging the veracity of the same, concluded that the Independent Directors are persons of integrity and possess the relevant expertise and experience to qualify as Independent Directors of the Company and are Independent of the Management.

The Board opines that all the Independent Directors of the Company strictly adhere to corporate integrity, possesses requisite expertise, experience and qualifications to discharge the assigned duties and responsibilities as mandated by the Companies Act, 2013 and Listing Regulations diligently.

34. Board Diversity

The Company has over the years been fortunate to have eminent people from diverse fields to serve as Directors on its Board. Pursuant to the SEBI Listing Regulations, the Nomination & Remuneration Committee of the Board ensured diversity of the Board in terms of experience, knowledge, perspective, background, gender, age and culture.

35. Statement of particulars of appointment and remuneration of managerial personnel

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed to this Board's Report as **Annexure – 6**.

36. Directors and Officers Insurance ('D&O')

As per the requirements of Regulation 25(10) of the SEBI Listing Regulations, the Company has taken Directors and Officers Insurance ('D&O') for all its Directors and members of the Senior Management.

37. Code of Conduct

The Board of Directors has adopted and oversee the administration of the Avantel Limited Code of Business Conduct and Ethics (the 'Code of Conduct'), which applies to all Directors, Officers and Employees of Avantel Limited and its subsidiaries. The Code of Conduct reflects the Company's commitment to doing business with integrity and in full compliance with the law and provides a general roadmap for all the Directors, Officers and Employees to follow as they perform their day-to-day responsibilities with the highest ethical standards. The Code of Conduct also ensures that all members of Avantel Limited and its subsidiaries perform their duties in compliance with applicable laws and in a manner that is respectful of each other and the Company's relationships with its customers, suppliers and shareholders, as well as the communities and regulatory bodies where the Company does business.

38. Deposits

The Company has not accepted any deposits from the public in terms of Chapter V of the Companies Act, 2013. Hence, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

39. Statutory Auditors

M/s. Grandhy & Co., Chartered Accountants, (ICAI Firm Registration No. 001007S), were appointed as the Statutory Auditors of the Company for a period of 5 years at the 31st Annual General Meeting of the Company held on June 5, 2021, to hold office till the conclusion of the 36th Annual General Meeting of the Company to be held in the year 2026.

Accordingly, M/s. Grandhy & Co., Chartered Accountants, Statutory Auditors of the Company will continue as such till the conclusion of Annual General Meeting to be held in 2026. In this regard, the Company has received a Certificate from the Auditors to the effect that their continuation as Statutory Auditors would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

40. Auditors Report

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. Grandhy & Co., Chartered Accountants (ICAI Firm Registration No. 001007S), Statutory Auditors in their report for the Financial Year ended March 31, 2025.

41. Secretarial Auditors

Pursuant to the amended provisions of Regulation 24A of the SEBI (LODR) Regulations and Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors have approved and recommended the appointment of M/s. P. S. Rao & Associates, Peer Reviewed Firm of Company Secretaries in Practice as Secretarial Auditors of the Company for a term of up to 5 (Five) consecutive years to hold office from the conclusion of ensuing AGM till the conclusion of 40th AGM of the Company to be held in the Year 2030, for approval of the Members at ensuing AGM of the Company. Brief resume and other details of M/s. P. S. Rao & Associates, Company Secretaries in Practice, are separately disclosed in the Notice of ensuing AGM.

M/s. P. S. Rao & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI (LODR) Regulations. They have also confirmed that they are not

disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI (LODR) Regulations.

The Secretarial Audit Report for the Financial Year 2024-25 does not contain any qualification, reservation or adverse remark and is attached to this report as **Annexure – 7**. Further, the Secretarial Auditors have not reported any fraud under Section 143(12) of the Act.

42. Internal Auditors

The Board of Directors of the Company has appointed M/s. Ramesh & Co., Chartered Accountants (Firm Registration No. 002979S) as Internal Auditors to conduct Internal Audit of the Company for the Financial Year ended March 31, 2025.

43. Cost Audit and Maintenance of Cost Records specified by the Central Government under Section 148 of the Companies Act, 2013

In accordance with Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors pursuant to the recommendation of the Audit Committee, had appointed M/s. MPR & Associates, Cost Accountants (Firm Registration No.000413), Hyderabad, as Cost Auditors of the Company, to carry out the audit of the cost records of the products manufactured by the Company during the financial year ending March 31, 2025 at a remuneration of Rs.1,00,000/-.

The remuneration payable to the cost auditor is required to be placed before the Members in the general meeting for their ratification. Accordingly, a resolution seeking Members ratification for the remuneration payable to M/s. MPR & Associates, Cost Accountants, is included in the Notice convening the Annual General Meeting. The Company is maintaining cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013.

A Certificate from M/s. MPR & Associates, Cost Accountants, has been received to the effect that their appointment as Cost Auditor of the Company, if made, would be in accordance with the limits specified under Section 141 of the Companies Act, 2013 and the Rules framed thereunder.

The Company will file the cost audit report for the Financial Year ended March 31, 2025, with the Central Government before the due date.

44. Board's response on Auditor's qualification, Reservation or adverse Remark or disclaimer made.

There are no qualifications, reservations or adverse remarks made by the statutory auditors in their report or by the Practicing Company Secretary in the Secretarial Audit Report for the year.

45. Reporting of Frauds by Auditors

During the year under review, the Statutory Auditors, Internal Auditors, Secretarial Auditors and Cost Auditors have not reported any instances of frauds committed in the Company by its Directors or Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

46. Corporate Governance

The Company has a rich legacy of ethical governance practices and is committed to implement sound corporate governance practices with a view to bring about transparency in its operations and maximize shareholder value.

A Report on Corporate Governance along with a Certificate from the Independent Auditors of the Company regarding compliance with the conditions of Corporate Governance as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report.

47. Vigil Mechanism (Whistle Blower Policy)

The Vigil Mechanism as envisaged in the Companies Act, 2013, the Rules prescribed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is implemented through the Company's Whistle Blower Policy.

The Company has adopted a Whistle Blower Policy establishing a formal vigil mechanism for the Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct and Ethics. It also provides adequate safeguards against the victimization of employees who avail of the mechanism and provides direct access to the Chairperson of the Audit Committee in exceptional cases. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The policy of vigil mechanism is available on the Company's website i.e., <https://www.avantel.in/investors>

The Whistle Blower Policy aims to conduct affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. All employees of the Company are covered under the Whistle Blower Policy.

48. Insurance

All properties and insurable interests of the Company have been fully insured.

49. Adequacy of Internal Financial Controls with reference to the Financial Statements

The Corporate Governance Policies guide the conduct of affairs of the Company and clearly delineate the roles, responsibilities and authorities at each level of its governance structure and key functionaries involved in governance. The Code of Conduct for Senior Management and Employees of the Company (the Code of Conduct) commits Management to financial and accounting policies, systems and processes. The Corporate Governance Policies and the Code of Conduct are widely communicated across the Company at all times.

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (IND AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time notified under Section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The Company maintains all its records in the ERP (SAP) System and the workflow and approvals are routed through ERP (SAP).

The Board of Directors of the Company have adopted various policies such as Related Party Transactions Policy, Whistle Blower Policy, Corporate Social Responsibility Policy, Dissemination of material events Policy, Documents preservation policy, Monitoring and Reporting of Trading by Insiders, Code of Internal Procedures and conduct for Regulating, monitoring and reporting of trading by Insiders, Code of Practices and Procedures for Fair Disclosures and such other procedures for ensuring the orderly and efficient conduct of its business for safeguarding of its assets, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The Company recognizes Internal Financial Controls cannot provide absolute assurance of achieving financial, operational and compliance reporting objectives because of its inherent limitations. Also, projections of any evaluation of the Internal Financial Controls to future periods are subject to the risk that the Internal Financial Control may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate. Accordingly, regular audits and review processes ensure that such systems are reinforced on an ongoing basis.

50. Names of Companies, which have become or ceased to be Company's Subsidiaries, Joint Ventures or Associate Companies during the year

During the Financial Year, no Company has become or ceased to be Company's Subsidiary, Joint Venture or Associate Company.

51. Change in the nature of business

There has been no change in the nature of business of the Company.

52. The details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future

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

53. Proceedings under the Insolvency and Bankruptcy Code, 2016 (31 of 2016)

During the Financial year, no application was made or any proceedings pending against the Company under the Insolvency and Bankruptcy Code, 2016.

54. Material changes and commitments

There are no material changes and commitments affecting the financial position of the Company which occurred between the Financial Year ended March 31, 2025, to which the Financial Statements relate and the date of signing of this report.

55. Employee Stock Options

During the Year, the Company has introduced the "Avantel Employees Stock Option Plan - 2023" ("ESOP 2025" or "Scheme"). The scheme has been approved by the Board of Directors at their meeting held on October 9, 2023, and the Shareholders of the Company on November 11, 2023.

The objective of the Scheme is to reward the Employees for association, dedication and contribution to the goals of the Company. The Company intends to use this Scheme to attract and retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The Company prospects that Employee Stock Options as instruments that would enable the Employees to get a share in the value, they create for the Company in the years to come.

The Scheme would result in grant of options not exceeding 45,00,000 equity shares of the Company. Each option, when exercised, would be converted into one equity share of Rs.2/- each (Rupees Two Only) fully paid-up. The quantum of benefits underlying the stock options issued to an eligible employee shall depend upon the number of stock options held by the employee and the market price of the equity shares as on the date of sale.

During the year, employees of the Company exercised 14,66,240 Employee Stock Options, which were subsequently converted into 14,66,240 equity shares.

During the year, a reserve was made towards the outstanding of Employee Stock Options (ESOPs) and Employee Compensation Expenses (Share based payment expenses) for the year ended March 31, 2025, of Rs.1,456.63 lakhs, which includes Employee Benefit expenses detailed in Note No.29 for standalone financial statements and Note No.28 for consolidated financial statements.

The details of Employees Stock Option Scheme pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014 are provided as **Annexure - 8** to this Report. Further, information pursuant to Section 62 of the Companies Act, 2013 read with Rules made thereunder and details of the Scheme as specified in Part F of Schedule – I of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are available on Company's website and may be accessed at <https://www.avantel.in/>

Further, it is confirmed that the Scheme is in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and during the year under review there were no material changes in the Scheme.

Certificate from M/s. P.S. Rao & Associates, Company Secretaries, Secretarial Auditors of your Company

confirming that the scheme has been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, forms part of the Corporate Governance Report and is also placed on the website of your Company at <https://www.avantel.in/investors>.

The Nomination and Remuneration Committee at their meeting held on November 9, 2024, has approved an amendment to Sub-clause 13.7 of Clause 13 under the Avantel Employees Stock Option Plan 2023. The amended scheme is placed on the website of your Company at <https://www.avantel.in/investors>.

56. Business Responsibility and Sustainability Report

As per Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the 'Business Responsibility and Sustainability Report' (BRSR) of your Company for the financial year ended March 31, 2025, forms part of this Annual Report and is annexed herewith as **Annexure – 9**.

57. Environment, Health and Safety

The Company has certified with the following Environmental Management Systems (EMS) and Occupational Health and Safety (OH&S) Management System:

ISO 14001:2015 specifies the requirements for an environmental management system that an organization can use to enhance its environmental performance. ISO 14001:2015 is intended for use by an organization seeking to manage its environmental responsibilities in a systematic manner that contributes to the environmental pillar of sustainability.

ISO 45001:2018 specifies requirements for an occupational health and safety (OH&S) management system, and gives guidance for its use, to enable organizations to provide safe and healthy workplaces by preventing work-related injury and ill health, as well as by proactively improving its OH&S performance.

58. Credit Rating

Acuité Ratings & Research Limited ("Acuité"), a Credit Rating Agency has upgraded its long-term rating to 'ACUITE A-' (read as ACUITE A minus) from 'ACUITE BBB+' (read as ACUITE triple B plus) and short-term rating to 'ACUITE A2+' (read as ACUITE A two plus) from 'ACUITE A2' (read as ACUITE A two) on Rs.69.50 Cr bank facilities of Avantel Limited. Outlook is 'Stable'.

CARE Ratings Limited ('CARE Ratings'), a Credit Rating Agency has reaffirmed its long-term rating 'CARE A-; Stable' (read as CARE A- minus; Stable) and short-term rating 'CARE A2+' (read as CARE A two plus) on Rs.70 Cr bank facilities of Avantel Limited. Outlook is 'Stable'.

59. Nomination and Remuneration Policy

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and Employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 as amended from time to time, the policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated.

Nomination and Remuneration policy of the Company forms part of this Annual Report as **Annexure-10** and the policy is also available on the Company's website <https://www.avantel.in/investors>.

60. Dividend Distribution Policy

The Company has adopted the Dividend Distribution Policy to determine the distribution of dividend in accordance with the Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). The Dividend Distribution Policy is available on the Company's website, at <https://www.avantel.in/investors>.

61. Risk Management Policy

The Company has developed and implementing a risk management policy which includes the identification therein of elements of risk, which in the opinion of the board may threaten the existence of the Company. The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. Furthermore, your Company has set up a robust internal audit function which reviews and ensures the sustained effectiveness of internal financial controls by adopting a systematic approach to its work. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report. The Risk Management Policy of your Company is posted on the website of your Company and the web link is <https://www.avantel.in/investors>.

62. Human Resources

The Company believes that the quality of its employees is the key to its success and is committed to providing necessary human resource development and training opportunities to equip employees with additional skills to enable them to adapt to contemporary technological advancements.

Industrial relations during the year continued to be cordial and the Company is committed to maintain good industrial relations through effective communication, meetings and negotiation.

63. Prevention of Sexual Harassment

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has not received any complaints during the year.

The Company regularly conducts awareness programs for its employees.

The following is a summary of sexual harassment complaints received and disposed off during the year:

S.No.	Particulars	Status of the No. of complaints received and disposed off
1.	Number of complaints on Sexual harassment received	Nil
2.	Number of Complaints disposed off during the year	Not Applicable
3.	Number of cases pending for more than ninety days	Not Applicable
4.	Number of workshops or awareness programme against sexual harassment carried out	The Company regularly conducts necessary awareness programmes for its employees.
5.	Nature of action taken by the employer or district officer	Not Applicable

64. Investor Education and Protection Fund (IEPF)

Pursuant to Section 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to IEPF. Members who have not encashed the dividend warrants / demand drafts so far in respect of the unclaimed and unpaid dividends declared by the Company for the Financial Year 2017-18 and thereafter, are requested to make their claim to M/s. KFIN Technologies Limited (Registrars & Share Transfer Agents) well in advance of the last dates for claiming such unclaimed and unpaid dividends as specified hereunder:

Sl. No.	For the Financial year ended	Dividend in Rs.	Percentage of Dividend	Date of Declaration	Last date for claiming unpaid Dividend
1	2017-18 (Final Dividend)	Rs.4/-	40%	27-07-2018	25-08-2025
2	2018-19 (Interim Dividend)	Rs.3/-	30%	28-01-2019	26-02-2026
3	2018-19 (Final Dividend)	Rs.2/-	20%	12-07-2019	10-08-2026
4	2019-20 (Interim Dividend)	Rs.2/-	20%	10-10-2019	08-11-2026
5	2019-20 (Final Dividend)	Rs.2/-	20%	25-06-2020	25-07-2027
6	2020-21 (Final Dividend)	Rs.4/-	40%	05-06-2021	04-07-2028
7	2021-22 (Final Dividend)	Rs.4/-	40%	30-05-2022	28-06-2029
8	2022-23 (Final Dividend)	Rs.1/-	10%	23-06-2023	21-07-2030
9	2023-24 (Final Dividend)	Re.0.20/-	10%	30-05-2024	28-06-2031

65. Constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has constituted an Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has not received any complaints during the year.

66. Compliance with Secretarial Standards

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

67. Prevention of Insider Trading Code

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. During the year, the Company has complied with the said code.

68. Acknowledgments

We express our sincere appreciation and thank our valued Shareholders, Customers, Bankers, Business Partners/Associates, Financial Institutions, Insurance Companies, Central and State Government Departments for their continued support and encouragement to the Company. We are pleased to record our appreciation of the sincere and dedicated services of the employees and workmen at all levels.

By order of the Board of Directors
For **Avantel Limited**

Sd/-

Abburi Vidyasagar

Chairman & Managing Director

DIN: 00026524

Place: Hyderabad

Date: April 26, 2025

ANNEXURE - 1

FORM AOC- 1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 and 8 of the Companies (Accounts) Rules, 2014)

**Statement containing salient features of the Financial Statement of Subsidiaries/
Associate Companies/Joint Ventures**

Part “A”: Subsidiaries

(Information in respect of subsidiary presented with amounts in Rs. in Lakhs)

S. No.	Particulars	Details
1.	Name of the subsidiary	M/s. Imeds Global Private Limited
2.	The date since when subsidiary was acquired	03/09/2021
3.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	FY 2024-25
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR
5.	Share capital	3,000.00
6.	Reserves & surplus	(1,076.55)
7.	Total assets	2,241.45
8.	Total Liabilities	317.99
9.	Investments	NIL
10.	Turnover	64.26
11.	Profit/ (Loss) before Taxation	(327.55)
12.	Tax Expense/ (Benefit)	19.52
13.	Profit/ (Loss) after Taxation	(347.08)
14.	Total Comprehensive Income	NIL
15.	Proposed Dividend	NIL
16.	% of Shareholding	100%

- a. Names of subsidiaries which are yet to commence operations – NIL
- b. Names of subsidiaries which have been liquidated or sold during the year – NIL

Part - B - Associates and Joint Ventures

(Statement pursuant to Section 129 (3) of the Companies Act, 2013
related to Associate Companies and Joint Ventures)

- a) Name of Associates or Joint Ventures: Nil
- b) Names of associates or joint ventures which are yet to commence operations: Nil
- c) Names of associates or joint ventures which have been liquidated or sold during the year: Nil

For and on behalf of the Board of Directors of **Avantel Limited**

Sd/-

Abburi Vidyasagar

Chairman & Managing Director

DIN: 00026524

Sd/-

Vyasabhattu Ramchander

Independent Director

DIN: 03400005

Sd/-

Abburi Sarada

Whole-Time Director & CFO

DIN: 00026543

Sd/-

D Rajasekhara Reddy

Company Secretary

M.No. A61938

Place: Hyderabad
Date: April 26, 2025

ANNEXURE – 2

**Particulars of Loans, Guarantees, Investments and Security
under Section 186 of the Companies Act, 2013**

(Rs. in Lakhs)

Nature of transaction (whether loan/ guarantee/ security/ acquisition)	Date of making loan/ acquisition / giving guarantee/ providing security	Name and address of the person or body corporate to whom it is made or given or whose securities have been acquired (Listed/ Unlisted entities)	Amount of loan/ security/ acquisition /guarantee	Time period for which it is made / given	Date of passing Board Resolution	Purpose of loan/ security/ acquisition /guarantee	For loans	
							Rate of interest	Date of maturity
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Acquisition	From 01.04.2024 To 31.03.2025	Imeds Global Private Limited Address: Sy. No.141, Plot No. 47/P, APIIC Industrial Park, Gambheeram (V), Anandapuram (M) Visakhapatnam – 531163, Andhra Pradesh, India.	Rs.1300.05 Lakhs was invested in M/s. Imeds Global Private Limited	NA	06.03.2024 05.10.2024 & 27.03.2025	Investment in a Wholly owned Subsidiary	NA	NA
Unsecured Loan Received from Dr. Abburi Vidyasagar, Managing Director	March 26, 2025	Avantel Limited Address: Sy. No. 141, Plot No 47/P, APIIC Industrial Park, Gambheeram (V), Anandapuram (M), Visakhapatnam - 531163, Andhra Pradesh, India	Rs.1200 Lakhs	6 Months	18.01.2025	Working Capital Purpose	12%	September 25, 2025

By order of the Board of Directors
For **Avantel Limited**

Sd/-

Abburi Vidyasagar

Chairman & Managing Director

DIN: 00026524

Place: Hyderabad
Date: April 26, 2025

Form No. AOC-2

**(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013
and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

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 transactions under third proviso thereto.

1. There were no contracts/arrangements entered into by the company with related parties which are not at arm's length basis.
2. Details of contracts or arrangements or transactions entered into by the company with related parties which are at arm's length basis:

(Rs. in Lakhs)

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts/ arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value if any	Date(s) of approval by the Board if any	Amount paid as advances if any	Justification for entering into contracts
1	Mrs. Abburi Sarada (Whole-Time Director & Spouse of Dr. Abburi Vidyasagar)	Provide premises on lease	April 1, 2024, to March 31, 2025	Rs.13.03 Lakhs	25.04.2024 & 27.03.2025	NIL	Avantel Limited (the Company) is providing Rent free accommodation to the Managing Director. The rent paid by the Company is as per the lease rentals prevailing in surrounding buildings. The transaction entered by the Company is at Arm's length basis.
2	Lakshmee Foundation (Owned and managed by Promoters)	Donation of CSR funds to Lakshmee Foundation to undertake CSR activities	April 25, 2024 to March 31, 2025	Rs.92 Lakhs	25.04.2024 & 27.03.2025	NIL	Avantel Limited (the Company) has entered into a contract to undertake CSR activities through Lakshmee Foundation. The Lakshmee Foundation, a Trust registered under the Indian Trusts Act, 1882, having a track record of undertaking CSR activities since 2010. The transaction entered by the Company is at Arm's length basis.

(Rs. in Lakhs)

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements/ transactions	Duration of the contracts/ arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value if any	Date(s) of approval by the Board if any	Amount paid as advances if any	Justification for entering into contracts
3	Wiki Kids Private Limited (Promoter Directors of the Company has Substantial interest in Wiki Kids Private Limited)	Provide premises on lease	July 20, 2024 to March 31, 2025	Rs.7.08 Lakhs	19.07.2024 & 05.10.2024	NIL	Wiki Kids Private Limited has entered into a sub-lease agreement with Avantel Limited for operational convenience. The rent received by Avantel Limited is similar to the Rent prevailing in surrounding buildings. The transaction entered by the Company is at Arm's length basis.
4	Imeds Global Private Limited (a Wholly owned Subsidiary)	Provide premises on lease	February 1, 2024 to March 31, 2025	Rs.7.76 Lakhs	19.01.2024 & 27.03.2025	NIL	Imeds Global Private Limited has entered into a sub-lease agreement with Avantel Limited for operational convenience. The rent received by Avantel Limited is similar to the Rent prevailing in surrounding buildings. The transaction entered by the Company is at Arm's length basis.
5	Vimta Labs Limited (Ms. Harita Vasireddi serves as the Managing Director of Vimta Labs Limited)	EMI / EMC Tests for Products	July 20, 2024 to March 31, 2025	Rs.39.80 Lakhs	05.10.2024	NIL	Avantel Limited engaged business with Vimta Labs Limited for the purpose of product testing and the consideration paid by the company is in compliance with transfer pricing regulations.

(Rs. in Lakhs)

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements/ transactions	Duration of the contracts/ arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value if any	Date(s) of approval by the Board if any	Amount paid as advances if any	Justification for entering into contracts
6	Wiki Kids Private Limited (Promoter Directors of the Company has Substantial interest in Wiki Kids Pvt. Ltd.)	Marketing Services	January 18, 2025 To March 31, 2025	Rs.4.90 Lakhs	18.01.2025	NIL	Wiki Kids Private Limited propose to enter into a Memorandum of Understanding (MoU) with Avantel Limited to provide marketing services for their products. The service charges agreed upon for Avantel Limited are competitive and aligned with industry standards.
7	Wiki Kids Private Limited (Promoter Directors of the Company has Substantial interest in Wiki Kids Pvt. Ltd.)	Purchase of Equipment's	March 16, 2025	Rs.6.40 Lakhs	27.03.2025	NIL	Wiki Kids Private Limited has sold equipment to Avantel Limited. The sale consideration received by Avantel Limited is in line with the prevailing market price.
8	Imeds Global Private Limited (a Wholly owned Subsidiary)	Sale of Equipment's	March 19, 2025	Rs.45.98 Lakhs	27.03.2025	NIL	Imeds Global Private Limited has purchased equipment from Avantel Limited. The sale consideration received by Avantel Limited is in line with the prevailing market price.

By order of the Board of Directors
For **Avantel Limited**

Sd/-

Abburi Vidyasagar

Chairman & Managing Director

DIN: 00026524

Place: Hyderabad

Date: April 26, 2025

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

*(Section 134(3)(m) of the Companies Act, 2013 read with
the Companies (Accounts) Rules, 2014)*

A. Conservation of Energy:

Your Company is committed to conservation of Energy and adopted elaborate measures such as 25 KVA Solar Power Plant, LED lighting, Solar fencing for security, recycling of waste water for maintaining the Green Cover of the building premises etc. The production facility at Visakhapatnam is certified Green Building by the Confederation of Indian Industry (CII).

B. Particulars with respect to Absorption of Technology, Research and Development (R&D) Specific Areas, in which R & D was carried out by the Company:

1. The efforts made towards Technology Absorption, Adoption and Innovation

The Company is well equipped to handle the latest technological advancements in its sphere of work and continuously runs various initiatives to enhance the skill sets of its employees. All the product offerings of the Company have been developed indigenously in house by Avantel R & D wing and truly qualify the “Make in India” requirements being prophesied by the Government. The Company adopts innovative designs in all its state of the art solutions while being competitive.

2. The benefits derived like product improvement, cost reduction, product development or import substitution

The company's Research and Development center is recognized by the Department of Scientific and Industrial Research (DSIR), Ministry of Science and Technology, Government of India. The specific areas in which R&D was carried out by the Company are as follows:

a) Communication Technologies:

We have made advancements in communication technologies using both space and ionospheric propagation to improve range, configurability, and reliability for critical applications. Our efforts focus on enhancing the capabilities of our systems to support robust and secure communication needs essential for operational effectiveness.

b) Software Defined Radios:

Development efforts in software defined radios have been geared towards improving adaptability and performance in various frequency bands. These developments help in supporting the needs of strategic forces through improved communication networks.

c) Defense Innovation Projects:

In collaboration with the Government of India's initiative for defense and security innovations, we have successfully engaged in multiple projects aimed at enhancing national defense capabilities through technological innovations. Avantel has won five such challenges, the maximum limit that any firm can be awarded, in the domain of space and is actively executing them.

d) High-Power RF Systems:

Our work in high-power RF systems typically used in Radars, focuses on improving power output

efficiency and system reliability, critical for applications requiring high performance under diverse operational conditions.

e) Maritime Safety and Space Communication:

We continue to enhance maritime communication systems, improving safety and operational coordination for maritime activities through advanced communication and tracking technologies.

f) Wind Profiler Radar:

Our advanced Wind Profiler Radar systems are designed to enhance meteorological assessments and environmental monitoring before launching a satellite. These radars utilize phased array technology to provide comprehensive atmospheric data over a significant vertical range. The focus of this technology is on delivering accurate and detailed wind profiles, which are essential for various strategic and operational planning purposes.

3. Benefits derived as a result of the above R & D:

The Company could offer indigenous, innovative, and customized solutions to Indian Defence Services and other strategic customers. Our solutions have immensely helped our customers to enhance their operational preparedness.

4. Future plan of Action:

Avantel is committed to advancing its technology portfolio across a broad spectrum of communication systems tailored for both maritime and terrestrial applications. Our strategic focus includes enhancing the versatility and performance of our systems to better serve diverse operational needs.

In line with our commitment to innovation, we are developing next-generation communication solutions that will serve a wide range of applications, from portable devices to complex airborne systems.

Additionally, Avantel is expanding its infrastructure capabilities, which will include the establishment of a new unit dedicated to providing integrated services across various operational spectrums. This unit will focus on enhancing our service delivery in areas such as telemetry, satellite command and control, and comprehensive mission support.

Finally, we are investing in state-of-the-art facilities for the assembly, integration, and testing of advanced technology components for space and defense, further solidifying our commitment to maintaining and extending our technological leadership in the industry.

5. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished:

No technology has been imported during the past 3 years.

- a. The details of technology import: -NIL-
- b. The year of import: -NIL-
- c. Whether the technology has been fully absorbed: -NIL-
- d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: -NIL-

6. Expenditure on Research & Development:

Particulars	Rs. in Lakhs
Capital	287.13
Recurring	366.50
Total	653.63
Total R & D expenditure % as of Turnover*	2.63%

Note: * Research and Development (R&D) expenses are limited to Core Technology / Intellectual Property (IP), excluding product design and development expenses. Hence, R&D expenditure is less when compared to the previous year.

C. Foreign Exchange Earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows:

Particulars	(Rs. in Lakhs)	
	2024-25	2023-24
Used	4,003.37	4,224.26
Earned	56.77	56.38

By order of the Board of Directors
For **Avantel Limited**

Place: Hyderabad
Date: April 26, 2025

Sd/-
Abburi Vidyasagar
Chairman & Managing Director
DIN: 00026524

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. Brief outline on CSR Policy of the Company

Avantel is committed to improve the lives of the society in which it operates. The Company believes in “looking beyond business” and strives to create a positive impact on the communities it serves and on the environment. The Company is committed not just to profits, but also towards leaving a deeper imprint on the society as a whole. We understand that there is a need to strike a balance between the overall objectives of achieving corporate excellence visà-vis the company's responsibilities towards the community.

The objective of the Company is to actively contribute to the social, environmental and economic development of the society in which we operate.

In accordance with the requirements under the Companies Act, 2013, Our Company's CSR activities, amongst others, will focus on:

1. Promotion of Education;
2. Promotion of Women Empowerment;
3. Promotion healthcare including preventive healthcare;
4. Eradicating hunger and poverty; and
5. Other CSR activities prescribed under Schedule VII of the Companies Act, 2013.

During the year the Company has mainly focused on the Promotion of healthcare including preventive healthcare. Avantel Limited spent the major portion of the CSR amounts for promotion of Health as recommended by the CSR Committee and approved by the Board in accordance with the provisions of Section 135 of the Companies Act, 2013 read with Schedule VII and the Companies (CSR Policy) Rules, 2014.

In accordance with the requirements under the CSR Policy, Avantel Limited CSR activities, amongst others, are covered to provide preventive health care activities.

Avantel Limited mandated the Lakshmee Foundation (CSR Registration No. CSR00010333), a Trust registered under the Indian Trust Act, 1882, having a track record of undertaking CSR activities since 2010 and it is registered under Section 80G and 12A or Form 10 AC of the Income Tax Act, 1961, to spend the CSR amount on health care activities through health care center namely “**Lakshmee Foundation Hospital**”. It has received necessary approvals from the respective departments.

Dr. Abburi Vidyasagar has donated 45,00,000 (Twenty Lakh) Equity Shares of Avantel Limited to M/s. Lakshmee Foundation. This generous contribution will be directed towards advancing philanthropic activities in the healthcare sector, focusing on initiatives aimed at improving access to quality healthcare for underserved communities. This significant donation of shares is poised to play a pivotal role in expanding the Foundation's reach and impact, ultimately enhancing the quality of life for countless individuals in need.

Lakshmee Foundation Hospital is located in Vijayawada City, NTR District, Andhra Pradesh and it provides quality primary healthcare services to the rural communities with subsidized cost. Also, it provides much-needed medical treatment to the rural populace, our community outreach team conducts awareness drives and health camps to foster an understanding of health and hygiene. Our objective is not only to save lives, but to improve living.

At Avantel, we are committed to driving meaningful change beyond business—by improving lives and empowering communities. In FY 2024–25, our CSR efforts focused on healthcare accessibility, education, and women's empowerment through strategic support to impactful initiatives.

Our flagship partnership with the Lakshmee Foundation enabled the delivery of affordable and quality healthcare to those in need.

19,470+ patients received treatment at the hospital.

14,265+ individuals were treated through 209+ free medical camps across underserved communities.

A total of 33,735+ lives were touched, reflecting our deep-rooted commitment to inclusive care.

In addition, we supported organizations working in community development, inclusive education, and spiritual well-being, ensuring a well-rounded social impact.

Through focused action and compassionate outreach, Avantel continues to build a healthier, more empowered society—one life at a time.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Ramchander Vyasabhattu	Member	1	1
2	Mrs. Abburi Sarada	Member	1	1
3	Dr. Ajit T. Kalghatgi	Member	1	1
4	Mr. Naveen Nandigam#	Chairperson	1	1
5	Mr. Yalamanchili Kishore#	Member	1	1
6	Mrs. Mini Ipe*	Member	0	0

Note: # Mr. Naveen Nandigam (DIN: 02726620) and Mr. Yalamanchili Kishore (DIN: 01633048) have ceased to be Independent Directors of the Company with effect from May 31, 2024, upon completion of their second term as Independent Directors.

* Mrs. Mini Ipe was appointed as a member of the Corporate Social Responsibility Committee with effect from March 27, 2025.

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company:

<https://www.avantel.in/investors>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

The impact assessment is not applicable to the Company.

5. (a) Average net profit of the company as per Section 135(5):

Net Profit	For the Financial Year ended March 31 (amount in Rs.)		
	2023-24	2022-23	2021-22
	73,96,80,175	39,52,88,321	23,49,89,913
Average Net Profit for the preceding three Financial Years	45,66,52,803		

(b) Two percent of average net profit of the Company as per section 135(5):

Rs.91,33,056/-

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NA

(d) Amount required to be set off for the financial year, if any: NA

(e) Total CSR obligation for the financial year [(b)+(c) -(d)]: Rs.91,33,056/-

6. (a) (i) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No)	Location of the project		Project duration	Amount allocated for the project (Rs.)	Amount spent in the current financial Year (Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
1	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

(a) (ii) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No)	Location of the project		Amount spent for the project (Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number
1	Donated to Lakshmee Foundation towards Health	Promotion of Health	No	NTR district, Andhra Pradesh, India.		Rs.92,00,000	No	The amount was spent through Lakshmee Foundation, a Trust registered under the Indian Trusts Act, 1882.	CSR00010333
			Total			Rs.92,00,000			

(b) Amount spent on Administrative Overheads: Nil

© Amount spent on Impact Assessment, if applicable: Nil

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs. 92,00,000/-

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (Rs.)	Amount Unspent (Rs.)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs. 92,00,000	Nil	NA	NA	Nil	NA

(f) Excess amount for set off if any

Sl. No.	Particular	Amount (Rs.)
(I)	Two percent of average net profit of the Company as per section 135(5)	Rs.91,33,056/-
(ii)	Total amount spent for the Financial Year	Rs.92,00,000/-
(iii)	Excess amount spent for the financial year [(ii)-(I)]	Rs.66,944/-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Rs.66,944/-

7. Details of Unspent CSR amount for the preceding three financial years:

(1)	(2)	(3)	(4)	(5)	(6)		(7)	(8)
Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (Rs.)	Balance Amount in Unspent CSR Account under section 135(6) (Rs.)	Amount spent in the reporting Financial Year (Rs.)	Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5), if any		Amount remaining to be spent in succeeding financial years. (Rs.)	Deficiency, if any
					Amount (Rs.)	Date of transfer		
1.	FY 2023-24	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2.	FY 2022-23	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3.	FY 2021-22	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
	Nil	Nil	Nil	Nil	Nil	Nil	Nil

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5): N.A.

By order of the Board of Directors
For **Avantel Limited**

Place: Hyderabad
Date: April 26, 2025

Sd/-
Abburi Vidyasagar
Chairman & Managing Director
DIN: 00026524

ANNEXURE – 6

Statement of particulars as per Rule 5 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014.

The remuneration and perquisites provided to the employees and Management are at par with the industry levels. The remuneration paid to the Managing Director and Senior Executives is reviewed and recommended by the Nomination and Remuneration Committee.

(I) Ratio of the remuneration of each Director to the median remuneration of employees of the Company for the Financial Year 2024-25, percentage increase in remuneration of the Chief Executive Officer, the Chief Financial Officer and other Executive Directors and the Company Secretary during the Financial Year 2024-25:

Sl. No.	Name of Director	Designation	Remuneration of Director / KMP for FY 2024-25 (Rs. in Lakhs)	Ratio of remuneration of each Director/ KMP to median remuneration of employees	Percentage Increase in Remuneration
1	Dr. Abburi Vidyasagar ^	Chairman and Managing Director	321.04	59.29	12%
2	Mrs. Abburi Sarada ^	Whole-Time Director & CFO	290.01	53.56	13%
3	Mr. Abburi Siddhartha Sagar	Whole-Time Director	229.34	42.35	524%
4	Mr. D. Rajasekhara Reddy	Company Secretary & Compliance Officer	15.78	2.91	35%

Median remuneration of Employees: Rs 5,41,503/-

Note:

^ The marginal increase is in line with the operations of the Company for the year 2024-25.

*The Independent Directors of the Company are entitled to sitting fees for attending Board / Committee Meetings as per the statutory provisions. The details of remuneration of Independent Directors are provided in the Corporate Governance Report.

The number of permanent employees in the rolls of the Company: There are 358 permanent employees on the rolls of the Company.

(ii) Average percentiles increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

The Average percentile increases already made in the salaries of employees is 23.20%.

- (iii) The Remuneration paid to the Board of Directors and Key Managerial Personnel is as per the Remuneration policy of the Company.

By order of the Board of Directors
For **Avantel Limited**

Place: Hyderabad
Date: April 26, 2025

Sd/-
Abburi Vidyasagar
Chairman & Managing Director
DIN: 00026524

Statement of Particulars of Employees Pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sl. No.	Name and Designation	Remuneration received during the period from April 1, 2024, to March 31, 2025	Nature of Employment	Qualifications and experience of the Employee	Date of commencement of Employment	Age	The last employment held before joining the Company	Whether is a relative of any Director or Manager of the Company	The percentage of equity shares held by the Employee in the Company within the meaning of clause (iii) of sub rule (2) of Rule 5
1	Dr. Abburi Vidyasagar Managing Director	321.04	Regular	M.Tech, MBA, PhD & Over 30 years	03-01-1993	64	HAL (Design Engineer), APSFC (Manager), Satyam Computers Ltd (GM)	Spouse of Mrs.A. Sarada, Whole-Time Director & CFO and Father of Mr. A Siddhartha Sagar, Whole-Time Director	3,89,92,324 (15.93%)
2	Mrs. Abburi Sarada Whole-Time Director & CFO	290.01	Regular	B.Com and MBA & Over 30 years	14-05-2014	60	-	Spouse of Dr. Abburi Vidyasagar Managing Director and Mother of Mr. A Siddhartha Sagar, Whole-Time Director	1,50,74,940 (6.16%)
3	Mr. Abburi Siddhartha Sagar Whole-Time Director & CFO	229.01	Regular	MS (CS); MBA & Over 10 years	08-03-2021	37	-	Son of Dr. Abburi Vidyasagar Managing Director and Mrs. A. Sarada, Whole-Time Director & CFO	1,90,16,460 (7.77%)

Note: There are no other employees who draw remuneration in excess of the limits prescribed in Rule 5(2) (i), (ii) & (iii) of the Companies (Appointment and Remuneration) Rules, 2014.

By order of the Board of Directors
For **Avantel Limited**

Place: Hyderabad
Date: April 26, 2025

Sd/-
Abburi Vidyasagar
Chairman & Managing Director
DIN: 00026524

Statement of Particulars of Employees Pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

List of Top 10 salaried employees for the Financial Year ended March 31, 2025

Sl. No.	Name and Designation	Remuneration received during the period from April 1, 2024, to March 31, 2025	Nature of Employment	Qualifications and experience of the Employee	Date of commencement of Employment	Age	The last employment held before joining the Company	Whether is a relative of any Director or Manager of the Company	The percentage of equity shares held by the Employee in the Company within the meaning of clause (iii) of sub rule (2) of Rule 5
1	Mr. Venugopal Atluri General Manager–R&D	Rs. 47,20,000	Regular	M.Tech & 23 Years	17-01-2024	42	Independent Consultant	N.A.	7,500 (0.00%)
2	Mr. N Srinivas Rao Vice President -Technical	Rs. 46,78,400	Regular	B.Sc & 28 years	10-02-1997	52	Radio and TV Centre, Electronics Corporation of India	N.A.	1,60,000 (0.07%)
3	Mr. P Bala Bhaskar Rao Vice President (Marketing & Customer Support)	Rs. 39,60,000	Regular	AMIETE, MBA & 30 years	13-02-1995	49	-	N.A.	1,48,000 (0.06%)
4	Mr. G Bhaskar Deputy General Manager - R&D	Rs. 37,20,000	Regular	B.E (ECE) & 17 years	06-03-2008	39	-	N.A.	7 (0.00%)
5	Mr. M J S Kishore General Manager (Software Development)	Rs. 36,98,400	Regular	M.Sc & 19 years	26-03-2006	42	-	N.A.	31,210 (0.01%)

Sl. No.	Name and Designation	Remuneration received during the period from April 1, 2024, to March 31, 2025	Nature of Employment	Qualifications and experience of the Employee	Date of commencement of Employment	Age	The last employment held before joining the Company	Whether is a relative of any Director or Manager of the Company	The percentage of equity shares held by the Employee in the Company within the meaning of clause (iii) of sub rule (2) of Rule 5
6	Gp Capt P Srinivas (Retd) Vice President - Q A & Projects	Rs. 36,08,400	Regular	B.Tech, M.E & 30 years	04-12-2017	53	Indian Air Force	N.A.	53,050 (0.02%)
7	Mr. Pusuluru Srinivasa Rao General Manager - Production	Rs. 35,28,400	Regular	M.Sc & 20 years	19-01-2005	50	Vikas Communications Pvt Ltd	N.A.	42,076 (0.02%)
8	Mr. Nageswara Rao Tatikonda General Manager - Q A	Rs. 34,90,000	Regular	M.Tech, PGDM & 39 years	13-07-2012	60	M/s. Aster Group Noida Customer Operations Pvt Ltd., Indian Air Force	N.A.	49,000 (0.02%)
9	Mr. G V Jaganmohan Dy General Manager - Q A	Rs. 33,38,400	Regular	DECE, B.Sc, MS (IT) & 19 years	03-07-2001	49	-	N.A.	33,480 (0.01%)
10	Wg Cdr PRL Prakash (Retd) Vice President - Strategy & Business Development	Rs. 33,28,400	Regular	M.Tech & 35 years	01-04-2014	58	Brahmos Aerospace Private Limited, Indian Air Force	N.A.	40,000 (0.02%)

By order of the Board of Directors
For **Avantel Limited**

Sd/-
Abburi Vidyasagar

Chairman & Managing Director
DIN: 00026524

Place: Hyderabad
Date: April 26, 2025

Form No. MR-3
SECRETARIAL AUDIT REPORT

for the Financial Year ended March 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended]

To
 The Members
Avantel Limited
 Sy No.141, Plot No.47/P, APIIC Industrial Park,
 Gambheeram(V), Anandapuram (M),
 Vishakhapatnam - 531163, Andhra Pradesh, India.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Avantel Limited** [CIN: L72200AP1990PLC011334] (hereinafter called “the Company”) for the financial year ended 31st March, 2025 (“**Audit Period**”). Secretarial Audit was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder.
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment. **(Not applicable to the company during the audit period)**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are applicable:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the audit period)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the audit period)**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**
 - (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi. We have reviewed the systems and mechanisms established by the Company for ensuring compliances under the other applicable Acts, Rules, Regulations and Guidelines prescribed under various laws which are applicable to the Company and categorized under the following major heads/groups:
- Telecom Regulatory Authority of India Act, 1997;
 - The Micro, Small and Medium Enterprises Development Act, 2006;
 - Industries (Development and Regulation) Act 1951;
 - Indian Telegraph Act, 1985.
 - Indian Wireless Telegraphic Act, 1993.

We believe that the audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion. In our opinion and to the best of our information and according to explanations given to us, we believe that the systems and mechanisms established by the Company are adequate to ensure compliance of laws as mentioned above

We have also examined compliance with the applicable clauses of the Secretarial Standards with respect to Meeting of Board of Directors (SS-1) and General Meetings (SS-2), as amended from time to time, and Guidance note Meeting of Board of the Board of Directors and General Meetings issued by The Institute of Company Secretaries of India.

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

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. There were changes in the composition of the Board of Directors 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, 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.

Further, the Circulars, Regulations and Guidelines issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India and other relevant regulatory authorities in view of the pandemic pertaining to Board/

Committee meetings, General Meetings and other provisions of the Act, Rules and Regulations have been complied with by the Company.

Based on the verification of the records and minutes, the decisions at the Board / Committee Meetings have been carried out unanimously as recorded in the Minutes of the meetings of the Board of Directors or Committee of the Board, as the case maybe.

We further report that:

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

We further report that during the audit period:

- I. employees of the Company exercised 14,66,240 Employee Stock Options, which were subsequently converted into 14,66,240 equity shares.

Further, there were no other specific events/ actions in pursuance of the above referred laws, rules, regulations, etc., having a major bearing on the Company's affairs.

For **P S Rao & Associates,**
Company Secretaries
ICSI Unique Code: P2001TL078000
PR No.6678/2025

Sd/-
M B Suneel
Partner
ACS No.: 31197
C.P. No.: 14449
UDIN: A031197G000210411

Place: Hyderabad
Date: April 26, 2025

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

To
The Members of
Avantel Limited
Sy. No. 141, Plot No. 47/P,
APIIC Industrial Park, Gambheeram (V),
Anandapuram (M), Visakhapatnam - 531163,
Andhra Pradesh, India.

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on 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 Account of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on 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 **P S Rao & Associates,**
Company Secretaries
ICSI Unique Code: P2001TL078000
PR No.6678/2025

Sd/-
M B Suneel
Partner
ACS No.: 31197
C.P. No.: 14449

UDIN: A031197G000210411

Place: Hyderabad
Date: April 26, 2025

ANNEXURE – 8

Details of Employees Stock Option Scheme
(Pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014)

The details of Stock Options as on March 31, 2025, under the Employees Stock Option Scheme - 2023 of the Company are as under:

S.No.	Particulars	Grant-1 To 6
a)	Options granted	39,91,300
b)	Options vested	22,89,060
c)	Options exercised	14,66,240
d)	Total no. of shares arising as a result of exercise of options	14,66,240
e)	Options Lapsed	65,500
f)	Exercise Price (Rs.)	Rs.50/-
g)	Variation of terms of options	NA
h)	Money realized by exercise of options	7,33,12,000
I)	Total number of options in force	24,59,560

Employee wise details of options granted to:

- (i). Key Managerial Personnel: Mr. D Rajasekhara Reddy – 12,500 Options
- (ii) Any other employee who receives a grant of options in any one year of options amounting to five percent or more of options granted during that year: **Nil**
- (iii) Identified employees who were granted options, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant: **Nil**

By order of the Board of Directors
For **Avantel Limited**

Sd/-

Abburi Vidyasagar

Chairman & Managing Director
DIN: 00026524

Place: Hyderabad
Date: April 26, 2025

**Business Responsibility & Sustainability Report
for the Financial year ended March 31, 2025**

As per Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1. Corporate Identity Number (CIN) of the Listed Entity: L72200AP1990PLC011334
2. Name of the Listed Entity: Avantel Limited
3. Year of Incorporation: 30/05/1990
4. Registered office address: Sy. No.141, Plot No. 47/P, APIIC Industrial Park, Gambheeram (V), Anandapuram (M), Visakhapatnam – 531163, Andhra Pradesh, India.
5. Corporate address: Sy No.66 & 67, Plot No. 68 & 69, 4th Floor, Jubilee Heights, Jubilee Enclave, Madhapur, Hyderabad – 500081, Telangana State, India.
6. E-mail: compliance@avantel.in
7. Telephone: +91 040-6630 5000
8. Website: <https://www.avantel.in/>
9. Financial Year (FY) for which reporting is being done: 2024-25
10. Name of the Stock Exchange(s) where shares are listed: BSE Limited (BSE) & National Stock Exchange of India Limited (NSE)
11. Paid-up Capital: Rs.48,94,71,640/-
12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report: Dr Abburi Vidyasagar, Managing Director, Telephone: +91 040-6630 5000, Email: compliance@avantel.in.
13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together): The disclosures are made on a standalone basis under this report.
14. Name of assurance provider: Not Applicable
15. Type of assurance obtained: Not Applicable

II. Products/Services

16. Details of business activities (accounting for 90% of the turnover):

S.No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacturing	Strategic Equipment's	100.00%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S.No.	Product/Service	NIC Code*	% of total Turnover contributed
1.	Strategic Equipment's	2630, 2651, 3030, 3314, 6120, 6130, 6190, 6201	100.00%

* As per National Industrial Classification, 2008 – Ministry of Statistics and Programme Implementation.

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of Plants	Number of Offices	Total
National	2	1	3
International	-	-	-

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	All States
International (No. of Countries)	1

b. What is the contribution of exports as a percentage of the total turnover of the entity? – 1.95%

c. A brief on types of customers

The Company majorly serves Indian Defense Forces and government organizations such as the Defense Research and Development Organization (DRDO), the Indian Space Research Organization (ISRO), Defense Public Sector Undertakings (DPSUs), Shipyards, and Ordnance Factories, Indian Railways, Research Institutes. Additionally, its client base includes publicly listed companies like L&T, NewSpace India Limited etc., as well as numerous private firms operating in the defense and space industries.

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S.No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
Employees						
1.	Permanent (D)	332	271	86.63%	61	18.37%
2.	Other than Permanent (E)*	246	241	97.97%	5	2.03%
3.	Total employees (D + E)	578	512	88.58%	66	11.42%
Workers						
4.	Permanent (F)	-	-	-	-	-
5.	Other than Permanent (G)*	66	65	94.20%	4	5.80
6.	Total workers (F + G)	-	-	-	-	-

b. Differently abled Employees and worker:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
Differently Abled Employees						
1.	Permanent (D)	-	-	-	-	-
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total differently abled employees (D+E)	-	-	-	-	-
Differently Abled Workers						
4.	Permanent (F)	-	-	-	-	-
5.	Other than Permanent (G)	-	-	-	-	-
6.	Total differently abled workers (F+G)	-	-	-	-	-

21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	8	3	37.50%
Key Management Personnel	4	1	25.00%

22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years):

	FY 2024-25 (Turnover rate in current FY)			FY 2023-24 (Turnover rate in previous FY)			FY 2022-23 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	8.75%	8.25%	7.22%	5%	0%	18%	18%	11%	17%
Permanent Workers	25%	33%	25%	100%	100%	0%	0%	67%	50%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of Holding / Subsidiary / Associate Companies / Joint Ventures

Sl. No.	Name of the Holding / Subsidiary / Associate Companies / Joint Ventures (A)	Indicate whether Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated in column A participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Imeds Global Private Limited	Subsidiary Company	100%	No

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: **Yes**

(ii) Turnover (in Rs.): Rs.24,848.36 Lakhs

(iii) Net worth (in Rs.): Rs.24,801.16 Lakhs

VII. Transparency and Disclosures Compliances

25. Complaints/ Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes Web-link: https://www.avantel.in/investors	Nil	Nil	Nil	Nil	Nil	Nil

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Investors (other than shareholders)	Yes Web-link: https://www.avantel.in/investors	Nil	Nil	Nil	Nil	Nil	Nil
Shareholders	Yes Web-link: https://www.avantel.in/investors	3	Nil	-	244	Nil	-
Employees and workers	Yes Web-link: https://www.avantel.in/investors	Nil	Nil	Nil	Nil	Nil	Nil
Customers	Yes Web-link: https://www.avantel.in/investors	Nil	Nil	Nil	Nil	Nil	Nil
Value Chain Partners	Yes Web-link: https://www.avantel.in/investors	Nil	Nil	Nil	Nil	Nil	Nil

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along with its financial implications, as per the following format

Sl. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Carbon footprint and emissions	Opportunity	Opportunity to move towards energy efficiency, sustainable development and reduce dependency on non-renewable sources.	The Company has commissioned a 25 KVA Solar Power Plant at Sy. No.141, Plot No. 47/P, APIIC Industrial Park, Gambheeram (V),	Positive

Sl. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
				Anandapuram (M), Visakhapatnam – 531163, Andhra Pradesh, India. This allows the Company to reduce its carbon footprint and emissions and tread towards a sustainable way of production.	
2.	Customer Satisfaction and Retention	Positive	Satisfied customers tend to demonstrate a proclivity for loyalty, as well as advocate for Avantel products and services among their network, thus generating an upswing in sales and nurturing a favorable brand image.	NA	Positive
3.	Capacity or Infrastructure Constraint	Opportunity and Risk	Recognizing capacity or infrastructure constraints is essential to ensure optimal resource allocation and prevent operational bottlenecks that may impede growth.	The Company continuously invests in capacity expansion and infrastructure development based on demand forecasts. This proactive approach enables seamless operations and supports business growth. Additionally, partnerships and collaborations can help address temporary capacity constraints.	Adequate capacity and infrastructure planning enhance operational efficiency, reduce disruptions, and support revenue growth by meeting customer demands effectively.
4.	Financial Risk - Timely Availability of Fund Based	Risk	Recognizing financial risks associated with the timely availability of fund-based and non-fund-based finance is crucial to ensure uninterrupted business	The Company maintains Strong banking relationships, diversifies funding sources, and regularly assesses financial requirements.	Effective financial risk Management safeguards against potential cash flow disruptions, penalties, and missed growth opportunities, ensuring

Sl. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
	and non-fund Based Finance		operations and growth plans.	Developing contingency plans and optimizing working capital management help mitigate the risk of financial constraints.	the Company's financial stability, and supporting strategic initiatives.
5.	Supply Chain Disruption	Risk	Identifying the risk of supply chain disruption is crucial as it can lead to production delays, increased costs, and customer dissatisfaction.	The Company maintains a diversified supplier base, conducts regular risk assessments, and establishes contingency plans to mitigate supply chain disruptions. Collaborative relationships with suppliers and real-time monitoring also contribute to timely responses to potential disruptions.	Proper risk management helps minimize financial losses associated with supply chain disruptions, such as production downtime and increased operational expenses.
6.	Talent Acquisition and Retention	Opportunity and Risk	Attracting and retaining skilled and talented employees is crucial for the Company's growth and success. On the other hand, high employee turnover can lead to increased recruitment costs and loss of valuable expertise	Offer competitive compensation packages, career development opportunities, and foster a positive work culture.	Effective talent management can result in increased productivity and reduced recruitment costs, while high turnover can lead to higher expenses and lower productivity.
7.	Technological Advancements and Innovation	Opportunity	Identifying and capitalizing on technological advancements and fostering innovation can give Avantel Limited a competitive edge, leading to the development of cutting-edge products and services, increased market share, and improved customer satisfaction.	NA	Potential revenue growth, cost savings through improved efficiency, and increased profitability.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the National Guidelines on Responsible Business Conduct (NGRBC) Principles and Core Elements.

Principles:

- Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent, and accountable.
- Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe.
- Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains.
- Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders.
- Principle 5: Businesses should respect and promote human rights.
- Principle 6: Businesses should respect and make efforts to protect and restore the environment.
- Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.
- Principle 8: Businesses should promote inclusive growth and equitable development.
- Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web Link of the Policies, if available	https://www.avantel.in/investors								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the national and international codes/certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	Avantel maintains robust compliance management system and follows all applicable SEBI regulations and guidelines on Corporate Governance to ensure ethical, transparent and accountable business conduct among others. The company has ISO 14001:2015 specifies the requirements for an environmental management system and ISO 45001:2018 specifies requirements for an occupational health and safety (OH&S) management system.								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Y	Y	Y	Y	Y	Y	Y	Y	Y
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Y	Y	Y	Y	Y	Y	Y	Y	Y
Governance, leadership and oversight									
7. Statement by Director responsible for the Business Responsibility Report, highlighting ESG related challenges, targets and achievements (<i>listed entity has flexibility regarding the placement of this disclosure</i>): Yes.									
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility Policy(ies).	Name: Dr. Abburi Vidyasagar Designation: Chairman & Managing Director DIN: 00026524								

Disclosure Questions										P1	P2	P3	P4	P5	P6	P7	P8	P9
Governance, leadership and oversight																		
9. Does the entity have a specified Committee of the Board / Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.										Yes. The Board of Directors at their meeting held on April 26, 2025, has constituted the Risk Management Committee. This committee will review the sustainability related matters.								
10. Details of Review of NGRBCs by the Company:																		
Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board / Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	The Business responsibility policies are reviewed periodically and necessary actions for preserving the essence of the policies are reviewed.									Periodically whenever required								
Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Compliance with respect to various statutory requirements is placed before the Board of Directors.									Periodically whenever required								
Disclosure Questions										P1	P2	P3	P4	P5	P6	P7	P8	P9
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.										Yes, Avantel regularly conducts audits and internal reviews of all policies and processes. These assessments are performed periodically by the Company to ensure compliance, effectiveness, and continuous improvement in its operations.								

12. If answer to question (1) above is “No” i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8
The entity does not consider the principles material to its business (Yes/No)	-	-	-	-	-	-	-	-
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	-	-	-	-	-	-	-	-
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	-	-	-	-	-	-	-	-
It is planned to be done in the next financial year (Yes/No)	-	-	-	-	-	-	-	-
Any other reason (please specify)	-	-	-	-	-	-	-	-

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

We specialize in the development and manufacturing electronic equipment's includes Software Defined Radios, Satellite Communication equipment, HF Communication equipment, Network Management Systems & Application Software, and Embedded Systems & Digital Signal Processing technologies. In the course of our operations throughout the year, we produced zero carbon emissions.

PRINCIPLE 1

Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	4	Key Developments, Regulatory updates, Review of Policy & procedures and Code of Conduct and Ethics.	100%
Key Managerial Personnel	3	Health and safety measures; Skill Upgradation; and Code of Conduct and Ethics.	100%
Employees other than BoD and KMPs	95	Safety Precautions & Process; QMS, CAD Macro Application, Induction; Management Development Program on effective communication skills; Workshop on Prevention of Sexual Harassment; Skill Upgradation; and Code of Conduct and Ethics etc.,	45.48%
Workers	20	CAD Macro Application, MSS Hub, 3D Printing Machine, Two Way Terminal Training; Safety Precautions & Process and Code of Conduct and Ethics etc.,	60.98%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by Directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of the SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an Appeal been preferred? (Yes/No)
Penalty/ Fine	NA	NA	NA	NA	No
Settlement	NA	NA	NA	NA	No
Compounding	NA	NA	NA	NA	No
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case		Has an Appeal been preferred? (Yes/No)
Imprisonment	NA	NA	NA		No
Punishment	NA	NA	NA		No

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed:

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
NA	NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

The Company has an anti-corruption and anti-bribery policy. The policy asserts our zero-tolerance approach towards corruption and bribery. The policy also provides information and guidance on how to trace and deal with bribery and corruption issues. As a part of our training on the Code of Conduct, anti-bribery awareness sessions are also given to employees on Anti-Corruption and Anti-bribery topics. The web link is <https://www.avantel.in/investors>.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of complaints with regard to conflict of interest:

	FY 2024-25 (Current Financial Year)		FY 2023-24 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	Nil	Nil	Nil
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	Nil	Nil	Nil

7. Provide details of any corrective action taken or underway on issues related to fines/ penalties/action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest: **Nil**

PRINCIPLE 2

Businesses should provide goods and services in a manner that is sustainable and safe.

Essential Indicators:

- Percentage of Research and Development (R&D) and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total Research and Development (R&D) and capex investments made by the entity, respectively:

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)	Details of improvements in environmental and social impacts
CAPEX	1.16%	0.06%	The research and development department at Avantel focuses on producing SDRs and Ku-Band terminals while considering both global and local market requirements. The primary objective of this endeavor is to enhance the product's environmental and social impacts, aiming for a more sustainable and socially responsible approach. Research and Development (R&D) expenditure is limited to Core Technology / Intellectual Property (IP) development only excluding product design and development expenses. Hence, R&D expenditure is less when compared to previous year.
R&D	1.47%	1.00%	

- Does the entity have procedures in place for sustainable sourcing? (Yes/No)

No. We understand the importance of sustainable practices and are actively exploring ways to integrate sustainable sourcing into our operations. We are committed to adopting responsible sourcing practices in the future to minimize environmental impacts, uphold ethical standards, and contribute positively to the communities and regions from which we source our materials.

- If yes, what percentage of inputs were sourced sustainably?

NA

- Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

The Company is in the business of providing technology and technological products and services for defence and space sector. Hence, the Company does not reclaim its products from its customers. The Company has a proper process keeping all regulatory norms in mind for reusing / recycling and disposing of end of life for plastics including packaging material, e-waste, hazardous waste and other types of waste from its production cycle. Further, the Company is abiding by all conditions and procedures mentioned by respective State Pollution Control Boards.

- Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same: **Not Applicable**

The main products of the Company are Defense and space technology products for use in security applications. Once the products are sold, they will not be returned to the Company.

PRINCIPLE 3

Businesses should respect and promote the well-being of all employees, including those in their value chains.

Essential Indicators:

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	271	271	100%	271	100%	-	-	-	-	-	-
Female	61	61	100%	61	100%	61	100%	-	-	-	-
Total	332	332	100%	332	100%	61	100%	-	-	-	-
Other than Permanent employees*											
Male	241	241	100%	241	100%	-	-	-	-	-	-
Female	5	5	100%	5	100%	5	100%	-	-	-	-
Total	246	246	100%	167	100%	5	100%	-	-	-	-

b.Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers											
Male	65	65	100%	65	100%	-	-	-	-	-	-
Female	4	4	-	4	100%	-	-	-	-	-	-
Total	69	69	100%	69	100%	-	-	-	-	-	-
Other than Permanent workers*											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-

2. Details of retirement benefits, for Current FY and Previous Financial Year

Benefits	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	79.28%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	3.90%	43.50%	Y	100%	100%	Y
Others (please Specify)	-	-	-	-	-	-

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

The Company strives to provide equal opportunities for its specially abled employees and provides them with the necessary infrastructure to work and access to the facilities for the same.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes. The same is hosted on the intranet of the Company.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

	Permanent Employees		Permanent Workers	
Gender	Return to work Rate	Retention Rate	Return to work Rate	Retention Rate
Male	100%	100%	100%	100%
Female	100%	100%	100%	100%
Total	100%	100%	100%	100%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Employees / workers are encouraged to share their concerns with their reporting managers, the HR department and members of the Senior Leadership Team. Apart from this, an Ethics and POSH escalation mechanism is also available including a third-party helpline. The Company, on a regular basis, sensitizes its employees /workers on the same as well. It is mandatory for new employees / workers to read, understand and affirm the Company's Code of Conduct document as part of the induction program. Employees / workers can raise their concerns to POSH Committee Members, the Whistle blower channel, and Grievance Redressal channel. The concern received, if any, is investigated by the authorized persons by gathering, validating and analyzing the data. The observations and findings / recommendations are shared with the committee members. The documentation of the action taken is filed for records. Periodically, these concerns are reviewed by the Audit Committee Members. The lessons learnt are also shared during the quarterly Employee Communication meetings.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity: Nil

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / Workers in respective category (C)	No. of Employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	-	-	-	-	-	-
- Male	-	-	-	-	-	-
- Female	-	-	-	-	-	-
Total Permanent Workers	-	-	-	-	-	-
Male	-	-	-	-	-	-
Female	-	-	-	-	-	-

8. Details of training given to employees and workers:

Category	FY 2024-25 (Current Financial Year)					FY 2023-24 (Previous Financial Year)				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		Number (B)	% (B / A)	Number (C)	% (C / A)		Number (E)	% (E / D)	Number (F)	% (F / D)
Employees										
Male	271	87	32.1%	147	54.3%	237	47	19.83%	110	46.40%
Female	61	29	47.54%	43	70.49%	37	4	10.80%	21	56.75%
Total	332	116	34.93%	190	57.23%	274	51	21.50%	131	47.80%
Workers										
Male	241	121	50.21%	200	83.26%	26	5	19.23%	20	76.90%
Female	5	3	60%	3	60%	2	0	0%	2	100%
Total	246	124	50.11%	203	71.63%	28	5	17.85%	22	78.57%

9. Details of performance and career development reviews of employees and worker:

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	271	271	100%	237	237	100%
Female	61	61	100%	37	37	100%
Total	332	332	100%	274	274	100%
Workers						
Male	241	241	100%	26	26	100%
Female	5	5	100%	2	2	100%
Total	246	246	100%	28	28	100%

10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such system?

Yes, occupational health and safety management system has been implemented as an integrated management system combining both ISO 14001:2015 & 45001:2018 (EHS). It covers the entire operations covering the manufacturing facilities and offices. The management systems have been implemented in accordance with these Standards. The EHS Management System defines the mandatory requirements for systematic management and execution within the organisation. The Company's Integrated EHS Management System is accredited by international certification bodies.

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The Company has a procedure in place to establish, implement & maintain a documented procedure for ongoing identification of the hazards, assessment of risks, and the implementation of necessary control measures.

The procedure is based on six step risk assessment:

- Classify Work Activities
- Identify Hazards
- Determine Risks
- Decide if Risk is Tolerable
- Prepare Risk Control Action Plan
- Review adequacy of action plan and the same is the key driver for controlling the hazardous risk.

All relevant stakeholders and EHS team members are involved in risk assessments and the risk management process, Risk Assessments & Safe Work Method Statement are developed and approved prior to starting any work activity. All identified risks and risk mitigation plans are documented, approved and communicated to all relevant parties involved in the activity. This is periodically audited by the trained internal auditors and by accreditation bodies.

- c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N): **Yes**
- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/No): **Yes**

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2023-24 (Current FY)	FY 2022-23 (Previous FY)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	-
	Workers	-	-
Total recordable work-related injuries	Employees	-	-
	Workers	-	-
No. of fatalities	Employees	-	-
	Workers	-	-
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	-	-

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

As a part of the EHS Integrated Management system, the safe and healthy workplace is ensured through periodic reviews through:

- a) Internal Audit
- b) External audit by accreditation bodies
- c) Review of risks and objectives in the management reviews
- d) Incident Management Process
- e) Near miss management process
- f) Health Awareness Program
- g) Periodical Occupational Health Checkup
- h) Safety Review Meetings

13. Number of Complaints on the following made by employees and workers:

Benefits	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	-	0	0	-
Health & Safety	0	0	-	0	0	-

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions. - NA

PRINCIPLE 4

Businesses should respect the interests of and be responsive to all its stakeholders.

Essential Indicators:

- Describe the processes for identifying key stakeholder groups of the entity.
We consider individuals, groups, institutions or entities that contribute to shaping our business that add value or constitute a core part of the business value chain as key stakeholders. Our stakeholders are both internal and external and direct as well as indirect. Our key stakeholders include employees, investors, suppliers and partners, customers, government authorities, Management, Bank / financial institutions and the community.
- List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)No	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	We use digital as well as physical channels of communication including but not limited to e-mails, leadership touchpoints and appraisal and training programmes for personal and professional growth.	Regular	Through physical and digital channels of communication, we aim to provide our employees with an empowering workplace that encourages transparent engagement and the freedom to act, innovate and grow as professionals and individuals. Our ongoing effort is to maintain two-way engagement with colleagues globally including those in corporate offices, manufacturing locations and in the field.
Investors	No	We interact with our shareholders, potential investors and research analysts through investor meetings/ calls, conferences, earnings call, investor events, e-mail, press releases, stock exchange intimations, investor presentations and annual reports.	Quarterly and need based	We engage with them so that they can take an informed decision to invest in our Company. The key area of engagement includes an update on the business and financial performance, Company's strategy and growth levers, potential opportunities and risks.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)No	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Physical and virtual meetings, customer events, calls, e-mail and website.	Daily	We engage with our customers to ensure regular supply of the products, keep them informed about new products, participate in the bids/ tenders and maximize the outreach of our products.
Suppliers & Partners	No	Physical and virtual meetings, supplier forums, partner events, calls, e-mail and website.	Frequent and need-based	To make suppliers aware of the requirements of the Company with respect to the quality and other specifications. They are also made aware of the policies of the Company with respect to the ethical practices and also the quality standards maintained by the Company.
Government authorities	No	Our interactions with authorities take place through e-mails, meetings, submissions, etc. as required.	Need-based	With regulatory authorities, our engagement is aimed at discharging responsibilities. With policy-makers, our engagement aims to understand and discuss matters pertaining to the industry.
Community	No	Our engagement with the community includes physical visits as well as digital channels.	Frequent and need-based	With giving back to society as a core tenet of the Company, our corporate social responsibility and employee volunteering programmes target the areas of education, health and Rural Development activities.
Management	No	Email, Website, meeting, Intranet and Telephone	As and when required	Growth in sales & profitability / efficiency & effectiveness of operations
Bank / Financial Institutions	No	Email, Website, meeting, Letters and Telephone	As and when required	Good financial performance

PRINCIPLE 5

Businesses should respect and promote human rights.

Essential Indicators:

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format: (Employees ever trained / Headcount March 31, 2025)

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
Employees						
Permanent	332	332	100%	245	245	100%
Other than Permanent*	246	246	100%	29	29	100%
Total Employees	578	578	100%	274	274	100%
Employees						
Permanent	0	0	0	1	1	100%
Other than Permanent*	69	69	100%	26	26	100%
Total Employees	69	69	100%	27	27	100%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2024-25 (Current Financial Year)					FY 2023-24 (Previous Financial Year)				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	271	-	-	271	100%	211	-	-	211	100%
Female	61	-	-	61	100%	34	-	-	34	100%
Other than Permanent*										
Male	241	-	-	241	100%	26	-	-	26	100%
Female	5	-	-	5	100%	2	-	-	2	100%

Category	FY 2024-25 (Current Financial Year)					FY 2023-24 (Previous Financial Year)				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Workers										
Permanent										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Other than Permanent*										
Male	69	-	-	69	100%	1	-	-	1	100%
Female	4	-	-	4	100%	1	-	-	1	100%

3. Details of remuneration/salary/wages

a. Median remuneration / wages:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)*	2	275.19 Lakhs	1	290.01 Lakhs
Key Managerial Personnel	3	229.34 Lakhs	1	290.01 Lakhs
Employees other than Board of Directors and KMP	271	6.98 Lakhs	61	5.72 Lakhs
Workers	241	2.71 Lakhs	5	2.67 Lakhs

Note: * Only Executive Directors are considered. The Independent Directors are eligible for sitting fees.

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

No separate mechanism exists in the Company for Redressal of Human Rights Issues. However, there exists Grievance Redressal Procedure for resolving employee's grievances on service related matters.

6. Number of Complaints on the following made by employees and workers:

	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil	Nil	Nil	Nil	Nil	Nil
Discrimination at workplace	Nil	Nil	Nil	Nil	Nil	Nil
Child Labor	Nil	Nil	Nil	Nil	Nil	Nil
Forced Labor / Involuntary Labour	Nil	Nil	Nil	Nil	Nil	Nil
Wages	Nil	Nil	Nil	Nil	Nil	Nil
Other human rights related issues	Nil	Nil	Nil	Nil	Nil	Nil

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees / workers	Nil	Nil
Complaints on POSH upheld	Nil	Nil

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

It is ensured that no work related adverse consequences are imposed out to the Complainant by placing the Complainant & Respondent in different work places, in case both were in the same work place. Moreover, the Complainant can report any such incident to the higher authorities for appropriate action.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others - please specify	NA

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above:

N.A.

PRINCIPLE 6**Businesses should respect and make efforts to protect and restore the environment.****Essential Indicators:**

1. Details of total energy consumption (in Kwh) and energy intensity, in the following format:

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
From renewable sources		
Total electricity consumption (A)	1925355	1015442
Total fuel consumption (B)	14362	2531
Energy consumption through other sources ©	26565	34684
Total energy consumed from renewable sources (A+B+C)	1966282s	1052657
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	79.13 Kwh per Lakh turnover	47.01 Kwh per Lakh turnover

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

2. Does the entity have any sites / facilities identified as Designated Consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) - **NA**

If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Water withdrawal by source (in kilolitres) *		
(i) Surface water	-	-
(ii) Groundwater	7500	6000
(iii) Third party water	-	-
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	7500	6000
Total volume of water consumption (in kilolitres)	7500	6000
Water intensity per rupee of turnover (Total water consumption / Revenue from operations)	0.3018 kilolitres per Lakh turnover	0.2680 kilolitres per Lakh turnover

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

The Company has implemented a mechanism of Zero Liquid Discharge in its manufacturing unit wherein a well maintained Sewage Treatment Plant is in place to recycle the waste water. The treated waste water is used for Gardening, ensuring that there is no discharge of the waste water to environment. Treated water is tested periodically in an authorized lab.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Nox	Metric tons	NA	NA
Sox	Metric tons	NA	NA
Particulate matter (PM)	Metric tons	NA	NA
Persistent organic pollutants (POP)	Nil	NA	NA
Volatile organic compounds (VOC)	Metric tons	NA	NA
Hazardous air pollutants (HAP)	Metric tons	NA	NA
Others – please specify	Nil	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency - No

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

<i>Parameter</i>	<i>Unit</i>	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Total Scope 1 emissions* (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	<i>Metric tonnes of CO₂ equivalent</i>	NA	NA
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	<i>Metric tonnes of CO₂ equivalent</i>	NA	NA
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	<i>Metric tonnes of CO₂ equivalent / rupee of turnover</i>	NA	NA
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	<i>Metric tonnes of CO₂ equivalent / rupee of turnover adjusted for PPP</i>	NA	NA
Total Scope 1 and Scope 2 emission intensity in terms of physical output	<i>Metric tons CO₂ / metric ton produced</i>	NA	NA
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency - No

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Yes, the Company has already commissioned a solar plant at one of its factories located at Gambheeram (V), Anandapuram (M), Visakhapatnam, Andhra Pradesh. The solar plant has a capacity of 25 KVA and is aimed at reducing the green house gas emissions.

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0.200	-
E-waste (B)	0.070	0.035
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	-	-
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	-	-
Other Non-hazardous waste generated (H) Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	3.00	2.00
Total (A+B + C + D + E + F + G + H)	3.270	2.035
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	-	-
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	-	-
For each category of waste generated, total waste disposed by nature of disposal method (in metric tons)		
Category of waste		
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations	-	-
Total	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Material required to be scrapped is periodically identified through a list which is approved as per the policy. Such identified scrap is moved to separate area earmarked for the purpose. Stores records will be updated accordingly.

Interested qualified Vendors shall be allowed to visit the scrap yard for assessment before submitting the quotation / bid.

Competitive quotes are collected and upon comparison of the quotations, an internal assessment will be carried out for process compliance and issue of scrap invoices. Upon finalization, the vendor is invited to pick up the scrap.

Disposal of E wastes & Hazardous material (eco – friendly waste disposal):

The above said process is applicable for e-wastes also. Additionally, the vendor who is interested to collect the e-waste has to be approved by the pollution control board and has to hold a valid license as below.

a. Hazardous waste authorization.

b. Consent Order for Air and Water.

The vendor is required to provide a certificate of destruction with our documentation references for the records.

The above is in Compliance with ISO 14001 Environmental Management System and ISO 45001 Occupational Health and Safety Management System.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S.No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
-	NA	NA	NA

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NA	NA	NA	NA	NA	NA

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

The Company has complied with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder.

S.No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non - compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
NA				

PRINCIPLE 7

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

Essential Indicators:

1. a. Number of affiliations with trade and industry chambers/ associations.
Three. The Company is a member of Federation of Telangana Chamber of Commerce and Industry (FTCCI), Telangana State, India; the Federation of Andhra Pradesh Chambers of Commerce and Industry (FAPCCI) Andhra Pradesh, India and Confederation of Indian Industry (CII), Andhra Pradesh, India.
- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S.No.	Name of the Trade and Industry Chambers/ Associations	Reach of trade and Industry Chambers/ Associations (State / National)
1.	Federation of Telangana Chamber of Commerce and Industry (FTCCI)	National
2.	Federation of Andhra Pradesh Chambers of Commerce and Industry (FAPCCI)	National
3.	Confederation of Indian Industry (CII)	National

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
NA	NA	NA

PRINCIPLE 8**Businesses should promote inclusive growth and equitable development.****Essential Indicators**

- Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Nil					

- Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Sl. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Nil						

- Describe the mechanisms to receive and redress grievances of the community.

The Board of Directors of the Company had adopted the Whistle Blower Policy. A mechanism has been established for all stakeholders including Directors, employees, vendors and suppliers to report concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct and Ethics. It also provides adequate safeguards against the victimization of employees who avail of the mechanism and allows direct access to the Chairperson of the audit committee in exceptional cases. The Audit Committee reviews periodically the functioning of whistle blower mechanism. No personnel have been denied access to the Audit Committee. A copy of the Whistle Blower Policy is also available on the website of the Company <https://www.avantel.in/investors>

- Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Directly sourced from MSMEs / small producers	18.73%	20.99%
Directly from within India	59.62%	54.85%

PRINCIPLE 9

Businesses should engage with and provide value to their consumers in a responsible manner.

Essential Indicators

- Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company has internal ERP systems christened as “FUNWORK” where all activities from “Enquiry” to “After Market Support” are captured and archived. All customer communications are handled with utmost care and the grievances are addressed with utmost care. The mechanisms for receiving customer communications & complaints are through email, letter, fax, website portal and verbal communications directly to project management teams. In addition, the CSD teams collect feedback forms from clients/customers regularly as per the Company's Standard Practice and the complaints are addressed in right earnest for quick disposal. Being an AS9100 & ISO 9001 complaint company, these mechanisms are critically scrutinized during internal and external audits which otherwise will result in major non-compliance and bears the risk of cancellation of certification. Your company has always exceeded the expectations of customers and never had a customer complaint being un-addressed within the stipulated timelines.

- Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

Details	As a percentage to total turnover
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and/or safe disposal	100%

- Number of consumer complaints in respect of the following:

	FY ended March 31, 2025 (Current Financial Year)		Remarks	FY ended March 31, 2024 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	Nil	Nil	Nil	Nil	Nil	Nil
Advertising	Nil	Nil	Nil	Nil	Nil	Nil
Cyber-security	Nil	Nil	Nil	Nil	Nil	Nil
Delivery of essential services	Nil	Nil	Nil	Nil	Nil	Nil
Restrictive Trade Practices	Nil	Nil	Nil	Nil	Nil	Nil
Unfair Trade Practices	Nil	Nil	Nil	Nil	Nil	Nil
Other	Nil	Nil	Nil	Nil	Nil	Nil

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	Nil	Nil
Forced recalls	Nil	Nil

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes. The Company has a framework on cyber security and risks related to data privacy. The same is hosted the website of the Company. The web link is <https://www.avantel.in/investors>.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services:

Nil

7. Provide the following information relating to data breaches:

- Number of instances of data breaches - Nil
- Percentage of data breaches involving personally identifiable information of customers – 0%
- Impact, if any, of the data breaches - Nil

By order of the Board of Directors
For **Avantel Limited**

Place: Hyderabad
Date: April 26, 2025

Sd/-
Abburi Vidyasagar
Chairman & Managing Director
DIN: 00026524

Nomination and Remuneration Policy

1. Introduction

A transparent, fair and reasonable process for determining the appropriate remuneration at all levels of Avantel Limited (the Company) is required to ensure that shareholders remain informed and confident in the management of the Company. To harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the rules made thereunder and the Listing Agreement as amended from time to time, this policy on nomination and remuneration of Directors (including non-executive directors) on the Board of Directors, the Key Managerial Personnel (KMP) and Senior Management has been formulated by the Committee and approved by the Board of Directors. This Policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors (including non-executive directors), Key Managerial Personnel and Senior Management Personnel.

2. Objective of the Policy

- (a) The objective of this Policy is to outline a framework to ensure that the Company's remuneration levels are aligned with industry practices and are sufficient to attract and retain competent director(s) on the Board, KMP(s) and the Senior Management Personnel of the quality required, Avantel allowing fair rewards for the achievement of key deliverables and enhanced performance. The key objectives of this Policy include:
 - (i) guiding the Board in relation to appointment and removal of Director(s), Key Managerial Personnel and Senior Management;
 - (ii) evaluating the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
 - (iii) recommending to the Board the remuneration payable to the Director(s) and setting forth a policy for determining remuneration payable to KMP and Senior Management Personnel.
- (b) While determining the remuneration for the Director(s) (including non-executive directors) and KMPs and Senior Management Personnel, regard should be had to prevailing market conditions, business performance and practices in comparable companies, also to financial and commercial health of the Company as well as prevailing laws and government/other guidelines, to ensure that pay structures are appropriately aligned and the levels of remuneration remain appropriate.
- (c) While designing the remuneration package it should be ensured:
 - (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the person, to ensure the quality required to run the Company successfully;
 - (ii) There is a balance between fixed and incentive pay, reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- (d) Some part of the remuneration package may be linked to the achievement of corporate performance targets of the Company and a strong alignment of interest with stakeholders.
- (e) The Committee may consult with the chairman of the Board as it deems appropriate.

The Committee shall observe the set of principles and objectives as envisaged under the Companies Act, 2013 (“Act”) (including Section 178 thereof), rules framed there under and clause 49 of the Listing

Agreement including, *inter-alia*, principles pertaining to determining qualifications, positives attributes, integrity and independence.

- (f) In this context, the following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors.

3. Effective Date

This policy shall be effective from the date of its adoption by the Board.

4. Definitions

- (a) In this Policy unless the context otherwise requires:
- (i) **'Board of Directors' or 'Board'**, in relation to the Company, means the collective body of the directors of the Company.
 - (ii) **'Committee'** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
 - (iii) **'Company'** means "AVANTEL LIMITED".
 - (iv) **'Independent Director'** means a director referred to in Section 149(6) of the Companies Act, 2013 read with clause 49 of the Listing Agreement.
 - (v) **'Key Managerial Personnel' (KMP)** shall have the meaning ascribed to it in the Act and the Rules made thereunder.
 - (vi) **'Non-Executive Directors'** includes Independent Directors.
 - (vii) **'Policy'** means Nomination and Remuneration policy.
 - (viii) **'Senior Management Personnel'** for this purpose shall mean personnel of the Company who are members of its core management team excluding the Board of Directors. It would comprise all members of management one level below the executive director(s), including the functional heads.
- (b) Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and/ Listing Agreement as may be amended from time to time shall have the meaning respectively assigned to them therein.

5. Applicability

This Policy is applicable to:

- (i) Directors, including Non- Executive Directors
- (ii) Key Managerial Personnel
- (iii) Senior Management Personnel

6. Membership

- (a) The Committee shall consist of such number of directors as is required under applicable laws.
- (b) Membership of the Committee shall be disclosed in the Annual Report and on the website of the Company.
- (c) Term of the Committee shall be continuous unless terminated by the Board of Directors.

7. Chairman

- (a) Chairman of the Committee shall be an Independent Director.
- (b) Chairperson of the Company (whether executive or non-executive) may be appointed as a member of the Committee but shall not be the Chairman of the Committee.
- (c) Chairman of the Nomination and Remuneration Committee meeting shall be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

8. Frequency of Meetings

The meeting of the Committee shall be held at such intervals as may be required.

9. Committee Members' Interests

- (a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- (b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

10. Secretary

The Company Secretary of the Company shall act as Secretary of the Committee.

11. Quorum

The quorum necessary for transacting business at a meeting of the Committee shall be two members or one-third of the members of the Nomination and Remuneration Committee; whichever is greater.

12. Voting

- Matters arising for determination at Committee meetings shall be decided by a majority of votes of members present. Any such decision shall for all purposes be deemed a decision of the Committee.
- In the case of equality of votes, the Chairman of the meeting will have a casting vote.

13. Responsibility of the Committee

- (a) The Committee is responsible for:
 - (i) formulating criteria for determining qualifications, positive attributes and independence of a Director for the purpose of this Policy;
 - (ii) advising the Board on issues concerning principles for remuneration and other terms of employment including remuneration for the Directors (including Non-Executive Directors), KMPs and the Senior Management;
 - (iii) monitoring and evaluating programs for variable remuneration, both on-going and those that have ended during the year, for the Directors (including Non-Executive Directors), KMPs and the Senior Management;
 - (iv) monitoring and evaluating the application of this Policy;
 - (v) monitoring and evaluating current remuneration structures and levels in the Company; and
 - (vi) any other responsibility as determined by the Board.

14. Appointment of Directors, KMP or Senior Management Personnel

- (a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as a Director, KMP and/or Senior Management Personnel.
- (b) A person should possess adequate qualifications, expertise and experience for the position he/ she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- (c) Appointment of Directors, KMPs and Senior Management Personnel is subject to compliance of provisions of the Companies Act, 2013 and compliance of clause 49 of the Listing Agreement.
- (d) The appointment of a Director or a KMP, as recommended by the Nomination and Remuneration Committee further requires the approval of the Board.

15. Remuneration

(a) Remuneration to Executive Directors, Directors other than Executive Director:

- (i) The remuneration/ compensation/ commission etc. to Directors will be determined by the Committee and recommended to the Board for approval. The remuneration/ compensation/ commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- (ii) The remuneration and commission to be paid to Directors shall be as per the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.
- (iii) Increments to the existing remuneration/ compensation structure of Directors shall be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Directors.
- (iv) Where any insurance is taken by the Company on behalf of its Directors for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

16. Remuneration to Executive Director

Fixed pay:

- Executive Director(s) shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
- The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

Variable components:

- The Executive Director(s) may be paid performance linked commission within the overall limits as approved by the shareholders.

Remuneration to Directors other than Executive Director:

Sitting Fees:

- The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof.

Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

17. Remuneration to KMP and Senior Management Personnel

- The remuneration payable to KMP and Senior Management Personnel including their increments will be determined by the Managing Director and recommend to the Nomination and Remuneration Committee for approval.
- Where any insurance is taken by the Company on behalf of its KMP and Senior Management Personnel for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(iii) Remuneration:

(i) Fixed pay:

- KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.
- The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Committee.

(ii) Variable components:

- Based on the performance KMP and Senior Management Personnel will be paid incentives.

18. Policy On Board Diversity

- The Board of Directors shall have the optimum combination of Directors from the different areas/ fields like [production, management, quality assurance, finance, sales and marketing, research and development, Human Resources etc] or as may be considered appropriate.
- The Board shall have at least one Board member who has accounting or related financial management expertise.

19. Removal

The Committee may recommend, to the Board with reasons recorded in writing, removal of a Director(s), KMP(s) and Senior Management subject to the provisions and compliance of the applicable Act, rules and regulations, if any.

20. Disclosure of Information

This Policy shall be disclosed in the Board's report.

21. Deviation from the Policy

The Board may, in individual or collective case, deviate from this Policy, in its absolute discretion, if there are particular reasons to do so. In the event of any departure from the Policy, the Board shall record the reasons for such departure in the Board's minutes.

22. Amendments to the Policy

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

By order of the Board of Directors
For **Avantel Limited**

Sd/-

Abburi Vidyasagar
Chairman & Managing Director
DIN: 00026524

Place: Hyderabad
Date: April 26, 2025

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

*[Pursuant to Regulation 34 (2) (e) of Securities Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]*

Business Overview:

1) Review of Operations

Avantel has achieved a turnover of Rs. 248.67 Crores for the financial year 2024-25 which is the highest turnover since inception. The Company has recorded a Profit (before tax) of Rs. 8,271.56 Lakhs against Rs.7,447.31 Lakhs in the previous year with an increase in profit by (before tax) 11.07% compared to last fiscal. During the year, our company has invested in design and development of products with critical technologies such as Software Defined Radios, Ku-Band Electronic Steerable phased array Antenna (ESA) for COTM applications. Further design activities include development of Wind Profiler Radar in various frequency bands for providing complete solutions including hardware as well software. Your company also obtained authorisation from IN-SPACe for setting up GSaaS (Ground Station as a Service) for receiving data from Indian & foreign satellites.

Avantel has also obtained VSAT license to offer Voice & Data services in KU-band. Your company has successfully executed major orders of RTIS systems for Indian Railways, Xponders for fishing vessels to NSIL, Dept of Space. Avantel continues to supply various versions of Mobile Satellite Services equipment to IN, ICG and various ship building centres.

We are happy to inform you that our company has developed state of the art SDR solutions in HF and UHF bands. Avantel was awarded projects under iDEX (Innovation in Defence Excellence) scheme from Defence Innovation Organisation, MoD which include Ku band portable terminals, Ku band airborne terminals, Satphone for Indian geostationary satellites and Mobile Satellite Communication terminals for convoy management of Indian defence forces.

Avantel established facilities of about 70,000 Sq Feet in 4 acres of land in E-City Hyderabad for development of Software Defined Radios and offer GSaaS, VSAT & Satellite AIT services, This facility shall be operational by 15th June 2025.



Photo of Avantel, E-City Facility, Hyderabad

Imeds Global Private Limited, a subsidiary of Avantel Limited has established for Design, Development and Manufacturing of medical products at AMTZ (Andhra Pradesh Medtech Zone), Visakhapatnam. This facility has built up area of 25000 Sq Feet in 2 acres of land in AMTZ. The facility includes clean room facilities, assembly & test facilities for manufacturing of medical products.



Photo of Imeds Visakhapatnam Facility

2) Outlook for the next year

The Union Budget 2025 reinforces India's commitment to self-reliance in Defense and national security. With a budgetary allocation of INR 6,81,210 crores (~US\$ 78.57 billion) for the Defense sector which marks a 9.5% increase from the previous year and a capital budget of INR1,80,000 crores (~US\$ 20.76 billion). As seen in previous years, ~75% bifurcation of capital outlay budget can be envisaged for domestic industry which translates to ~INR1,35,000 crore (~US\$ 15.57 billion). This aligns with the government's Atmanirbhar Bharat / self-reliance vision, reducing dependency on imports and fostering India's position as a global Defense manufacturing hub.

The Total R&D budget for Defence Sector this year is INR 26,816.82 crore (~US\$ 3.09 billion). The capital R&D budget is INR 14,923.82 crore (~US\$ 1.72 billion) which has increased ~13% over FY 2024-25(BE). As announced in the past years, 25% (INR3,730 crores or ~US\$ 430 million) of this is likely to be reserved for industry, startups and academia. The launch of three editions of Acing Development of Innovative Technologies with IDEX (ADITI) scheme has seen an overwhelming response from the Indian Industry. With dedicated funding towards research and development in defense technology Budget 2025 strengthens India's security landscape while fostering a robust ecosystem for indigenous innovation and exports in the global defense market and also re-affirms Ministry of Defense commitment to observe 2025 as a Year of Reform. Source: <https://www.ey.com/content/dam/ey-unified-site/ey-com/en-in/technical/alerts-hub/documents/2025/ey-union-budget-2025-alert-aerospace-and-defence.pdf>

We are planning to establish a new electronics manufacturing facility for commercial applications and manufacturing of Antennas & MIL standard connectors for defence and aerospace applications. The company has acquired a land of 9.1 acres located at Kondaparva village, Vissanapet Mandal, NTR District, Andhra Pradesh and obtained conversion to commercial / industrial applications.

This facility will have built up area of about 80,000 Sq Feet. The plant & machinery required for manufacturing of Satellite Earth Station Antenna, High power HF antennas and MIL standard connectors will be provided along with SMT lines for electronics manufacturing services.

Avantel is confident of developing Software Defined Radios for airborne applications during the current financial year 2025-26 and will be one of the top five companies in the county in the area of Software Defined Radios.

3) **Risks And Concerns**

a) Risks

Avantel's business is mostly dependent on the strategic sector where long procurement cycles exist. The supply chains in the current business environment are key to success and needs to be efficiently managed specially in the case of long leads. The business environment is also witnessing huge competition with new entrants in view of the “Make in India” drive. The company is in scaling up phase, hence attracting new talent is a huge challenge and needs to be addressed in right earnest.

b) Risk Mitigation

Your company proactively engages with the customers to reduce the cycle times between enquiry, bid, contract & payment realisation. The company has in place an elaborate supply management process and is constantly refining the same for availability of materials in time. Innovation in design as well as operations is helping Avantel stay ahead in competition. The company has a clear focus on its long-term perspective plan and initiated diversification strategies to enhance / refine its product portfolio for the next few years. Various measures have been initiated to induct and retain talent as per business requirements from time to time.

4) **Opportunities and Threats**

a) Opportunities

Avantel is well positioned in the Strategic Electronics segment for its indigenous offerings specially in the areas of Satcom, HF Systems, various types of Software Defined Radios and Wind Profiler Radars. Under its diversification initiatives, Avantel is setting up Design, Development & Manufacturing of Antennas & Connectors for Defence & Aerospace applications.

In the medical segment, in view of the emerging demand for indigenous medical devices, imeds is poised to introduce various indigenous products in the Surgical and Respiratory domain in the coming FY to enhance its product mix.

b) Threats

No major threats are envisaged, and company has visibility for the next three years. However, competition from established players as well as startups in new technologies needs to be handled with focus on innovation, design and developments of new products.

5) **Internal Control Systems and their adequacy**

Your Company has well defined internal control systems. The company has the following certifications:

- AS9100: 2016 and ISO 9001:2015 certified Quality Management System
- ISO/IEC 27001:2022 certified Information Security Management System.
- ISO/IEC 17025:2017 certified and NABL accredited in-house Environmental Test Laboratory.
- ISO 14001:2015 certified Environmental Management System
- ISO 45001:2018 certified Occupational Health and Safety Management System

The Company has a robust Internal & external audit mechanisms which are regularly monitored through the ERP system “Funwork”.

All the internal and external audits are completed in time. There are no non-compliances in respect of the processes / systems in place and the Companies internal control systems are very well appreciated.

An effective control is exercised by the top management who monitors various key performance indicators regularly through Management reviews & other means and ensures that all the critical business functions exceed expectations with timely interventions as required.

6) Industrial Relations and Human Resources Management

Your Company enjoys an excellent rapport and standing among its Customers & Suppliers. There are no pending disputes with any of the stakeholders and the company enjoys very cordial and harmonious relations across the business environment. The company's strength lies in its Human resources and its HR policies. The employees are highly motivated and technically equipped to meet the organizational goals at all times.

During the FY 2023-24, the Company has introduced the “Avantel Employees Stock Option Plan - 2023” (“ESOP 2023” or “Scheme”) not exceeding 45,00,000 equity shares of the Company to reward employees for their performance and motivate them to contribute to the overall corporate growth and profitability. Employees have overwhelmingly exercised their stock options with effect from 01st December 2024. The objective of the Scheme was to reward the Employees for association, dedication and contribution to the goals of the Company. The ESoP – 2023 has helped the company to attract and retain key talents working with the Company.

Your company shall be launching the next “Avantel Employees Stock Option Plan - 2025” (“ESOP 2025” or “Scheme”) not exceeding 45,00,000 equity shares of the Company. Similar to the ESoP – 2023 plan, the Scheme would result in grant of options. Each option when exercised, would be converted into one equity share of Rs.2/- each (Rupees Two Only) fully paid-up. The quantum of benefits underlying the stock options issued to an eligible employee shall depend upon the number of stock options held by the employee and the market price of the equity shares as on the date of sale.

The key objectives of this scheme is (a) to create sense of ownership amongst Employees through equity-based compensation and provide them an opportunity to partner in the success of business; (b) to attract premium talent to join the Company; (c) Retention of key talent within the Company; (d) Recognizing contributions of the Employees who are crucial for the success of the Company in the long run; and (e) provide an opportunity for wealth sharing with Employees.

7) Variations in Net Worth

The Standalone Net worth of the Company for the Financial Year ended March 31, 2025, is Rs. 24,801.16 Lakhs as compared to Rs. 17,141.39 Lakhs for the previous financial year ended March 31, 2024, and the Consolidated Net worth of the Company for the Financial Year ended March 31, 2025, is Rs. 23,724.61 Lakhs as compared to Rs. 16,411.92 Lakhs for the previous Financial Year ended March 31, 2024.

8) Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanation

During the year, the significant changes in the financial ratios of the Company are summarised in notes to financial statements on a standalone basis Note No.51 and on consolidation basis Note No.50.

9) Cautionary Statement

Statements in the management discussion analysis describing the Company's objectives, projections, estimates, expectations are forward looking within the meaning of applicable security-laws and regulations. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. Actual results may differ materially from these expressed in the statement. Important factors that could make difference to Company's operations include economic conditions, changes in the Government priorities/policies/ regulations, tax laws and other statutes and other incidental factors affecting the business environment. The Company assumes no responsibility to publicly amend, modify or revise forward-looking statements on the basis of any subsequent developments, information or events.

By order of the Board of Directors
For **Avantel Limited**

Place: Hyderabad
Date: April 26, 2025

Sd/-
Abburi Vidyasagar
Chairman & Managing Director
DIN: 00026524

REPORT ON CORPORATE GOVERNANCE

Company's philosophy on Code of Governance:

Corporate Governance is based on the principles of equity, fairness, integrity, transparency, accountability and commitment to values. Avantel adopts a business process which is aimed at enhancing an organization's wealth while being committed to high ethical values and conduct.

At Avantel, we believe in complying with the spirit of the law and not just the letter of the law. We follow the policy of continual disclosure of accurate financial and governance information on our website to ensure investors awareness and protection. Our Board consists of experienced and participative independent directors, which ensures an independent and unbiased decision-making process.

At Avantel, we ensure the application of best governance practices, adherence to high ethical values, healthy stakeholder relations and achievement of our objectives while meeting the stakeholder's needs.

The Company has also adopted Code of Conduct for the Board of Directors and other Senior Level Management and also Whistle Blower Policy to enable the employees and Directors to report their concerns directly to the Chairman of the Audit Committee.

At Avantel, we have always sought to be a value driven organization, where our growth and success is directed by our values. A report on Corporate Governance as required by the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 is as under:

GOVERNANCE STRUCTURE

The Corporate Governance structure of M/s. Avantel Limited is as follows:

1) Board of Directors

The composition of the Board of Directors of the Company is in consonance with the requirements of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As of March 31, 2025, the Company's Board of Directors consists of 8 Directors, out of which Five are Non-Executive Independent Directors. The Board of Directors of the Company do not serve as Independent Director in more than Seven Listed Companies or in case he is serving as a Whole-Time Director in any listed Company, does not hold such position in more than three listed Companies, in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**).

Based on the confirmations/ disclosures received from the Independent Directors, the Board is of the opinion that the Independent Directors fulfill the conditions specified in the Listing Regulations and are Independent of the Management.

The Directors on the Board are professionals, having expertise in their respective functional areas and bring an extensive range of skills and experience to the Board.

The Board has unfettered and complete access to any information within your Company. Members of the Board have complete freedom to express their views on agenda items and can discuss any matter at the Meeting with the permission of the Chairperson.

The composition and category of the Board of Directors is as follows:

The Board comprises of Eight Directors as on March 31, 2025.

Name of Director	Category	Designation	No. of shares held in the Company (%)	Names of the Listed and Other Companies holding Directorship & category of such Directorship held
Dr. Abburi Vidyasagar	Promoter-Executive	Chairperson & Managing Director	3,89,92,324 (15.93%)	Managing Director of Avantel Limited; Director of Imeds Global Private Limited and Wiki Kids Private Limited.
Mrs. Abburi Sarada	Promoter-Executive	Whole-Time Director	1,50,74,940 (6.16%)	Whole Time Director of Avantel Limited and Director of Imeds Global Private Limited.
Mr. Abburi Siddhartha Sagar	Promoter-Executive	Whole-Time Director	1,90,16,460 (7.77%)	Whole Time Director of Avantel Limited; Director of Imeds Global Private Limited and Wiki Kids Pvt. Ltd.
Mr. Myneni Narayana Rao	Non-Executive	Independent Director	Nil	Independent Director of Avantel Limited, Welspun Specialty Solutions Limited, and Innomet Advanced Materials Limited. Director of Bridge Gap Engineering India Private Limited.
Mr. Vyasabhattu Ramchander	Non-Executive	Independent Director	Nil	Independent Director of Avantel Limited and Bambino Agro Industries Limited.
Dr. Ajit Tavanappa Kalghatgi	Non-Executive	Independent Director	60,000 (0.02%)	Independent Director of Avantel Limited, Antrix Corporation Limited & IIT Tirupati Navavishkari – Hub Foundation.
Ms. Harita Vasireddi	Non-Executive	Independent Director	NIL	Independent Director of Avantel Limited and Managing Director of Vimta Labs Limited.

Name of Director	Category	Designation	No. of shares held in the Company (%)	Names of the Listed and Other Companies holding Directorship & category of such Directorship held
Mrs. Mini Ipe	Non-Executive	Independent Director	NIL	Independent Director of Avantel Limited, PTC India Limited, LIC (International) BSC (C) and Nominee Director of Axis Bank Limited.

2) Selection criteria of Board Members

The Nomination and Remuneration Committee in accordance with the Company's Policy for determining the qualifications, positive attributes and independence of director and the requirements of the skill-sets on the Board considers eminent persons having an independent standing in their respective field and who can effectively contribute to the Company's business, for appointment of new Directors on the Board. The Policy for determining the qualifications, positive attributes and independence of director is available on the website of the Company.

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, skills and experience required for the Board as a whole and for individual members. The Company has adopted Guidelines on selection criteria of Board members, which are available on the website of the Company.

3) Skills of Directors

Your Board aims to be comprised of Directors with the appropriate mix of skills, experience, expertise and diversity relevant to the Company's business and the Board's responsibilities. The objectives of the skills matrix adopted by the Board are to:

- Identify the skills, knowledge, experience and capabilities that are considered to be desired of the Board as a whole, in order for the Board to fulfill its role and in light of the Company's strategic direction;
- Ascertain the current skills, knowledge, experience and capabilities of the Board, and provide the incumbent Directors with an opportunity to reflect upon and discuss the current composition of the Board; and
- Identify any gaps in skills or competencies that can be addressed in future Director Appointments.

Your Board considers the following key skills set out in the matrix collectively, which it considered to be desired of the Board of Avantel:

Board skills and experience

S1- Industry expertise (Aerospace & Defense)
S2- Executive leadership and Board experience
S3- Expertise in financial matters
S4- Corporate Governance
S5- Strategy & Risk Management;
S6- Health, safety, environment and sustainability
S7- M&A/Capital Markets;
S8- Sales, Marketing and Market Strategy;

Board Competency Matrix:								
Board of Directors	S1	S2	S3	S4	S5	S6	S7	S8
Dr. Abburi Vidyasagar	✓	✓	✓	✓	✓	✓	✓	✓
Mrs. Abburi Sarada	x	✓	✓	✓	x	✓	x	✓
Mr. Abburi Siddhartha Sagar	✓	✓	✓	✓	✓	✓	x	✓
Mr. Myneni Narayana Rao	✓	✓	✓	✓	x	✓	x	✓
Mr. Mr. Vyasabhattu Ramchander	x	✓	✓	✓	✓	x	x	✓
Dr. Ajit Tavanappa Kalghatgi	✓	✓	✓	✓	✓	✓	x	✓
Ms. Harita Vasireddi	x	✓	✓	✓	✓	✓	✓	✓
Mrs. Mini Ipe	x	✓	✓	✓	✓	✓	✓	✓

The current composition of your Company's Board includes directors with core industry experience and has all the key skills and experience set out above.

4) Relationship among Directors

Dr. Abburi Vidyasagar, Mr. Abburi Siddhartha Sagar and Mrs. Abburi Sarada are related to each other. Further, none of the directors are related to each other.

5) Details of attendance of Directors at the AGM, Board Meetings with particulars of their Directorship and Chairmanship / Membership of Board / Committees in other Public / Listed Companies are as under:

Name	Attendance in the Board meetings		Attendance at AGM held on May 30, 2024	No. of Directorships in other Companies	In other Public Companies #	
	Held	Present			Committee	
					Membership	Chairman
Dr. Abburi Vidyasagar	6	6	Y	2	0	0
Mrs. Abburi Sarada	6	6	Y	1	0	0
Mr. Abburi Siddhartha Sagar	6	6	Y	2	0	0
Mr. Naveen Nandigam*	1	1	Y	0	0	0
Mr. Yalamanchili Kishore*	1	1	Y	0	0	0
Mr. Myneni Narayana Rao	6	6	Y	3	3	0
Mr. Ramchander Vyasabhattu	6	6	Y	1	2	1
Dr. Ajit Tavanappa Kalghatgi	6	6	Y	2	2	0
Ms. Harita Vasireddi	6	6	Y	1	0	0
Mrs. Mini Ipe *	0	0	-	3	2	0

Note: *Mr. Naveen Nandigam (DIN: 02726620) and Mr. Yalamanchili Kishore (DIN: 01633048) have ceased to be Independent Directors of the Company with effect from May 31, 2024, upon completion of their second term as Independent Directors.

** Mrs. Mini Ipe (DIN: 07791184) has been appointed as an Additional Director (Non-Executive – Independent) of the Company, effective from March 27, 2025.

- # Includes only Audit Committee and Stakeholders Relationship Committee (Excluding Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 / Section 25 of the Companies Act, 1956).

None of the Directors on the Board hold directorships in more than ten public companies. None of the Independent Director serves as an independent director on more than seven listed entities. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2025, have been made by the Directors. None of the Directors on the Board are member on more than 10 Committees and Chairman of more than 5 Committees across all the companies in which they are directors.

None of the Independent Directors are Promoters or related to Promoters. They do not have a pecuniary relationship with the Company and further do not hold two percent or more of the total voting power of the Company. None of the independent directors of the Company is a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director.

In the opinion of the Board, all the independent directors fulfill the conditions specified in the Companies Act, 2013, including amendments there under and SEBI Listing Regulations, 2015, as amended from time to time, and are independent of the management.

Pursuant to section 150 read with of Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 of the Companies Act, 2013, your Company's Independent Directors have registered themselves on the portal of "Indian Institute of Corporate Affairs" as Independent Director within the prescribed timelines.

6) Statement on Declaration given by Independent Directors under Section 149

The Independent Directors have submitted a declaration of independence, as required pursuant to sub-section (7) of Section 149 of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section (6) of Section 149.

7) Profile of Board of Directors

Brief profile of the Directors, nature of their expertise in specific functional areas and name of Companies in which they hold Directorship, and the membership of the Committees of the Board are furnished hereunder:

Dr. Abburi Vidyasagar, Chairman & Managing Director

Dr. Abburi Vidyasagar (64 Years) is a Post Graduate in Electronics and Communication Engineering. He did his B.Tech from JNTU, Kakinada, Andhra Pradesh from 1977 to 1981 and did his Master of Engineering from IIT, Kharagpur from 1981 to 1983. He also did Master of Business Administration from Osmania University, Hyderabad in the year 1989-1991. Dr. A. Vidyasagar received Doctorate from JNTU, Hyderabad for his outstanding work on E-Learning Methodologies.

Dr. A. Vidyasagar promoted Avantel Limited in 1990, a technology driven research-oriented Company and developed world-class infrastructure for design, manufacture and development of Wireless Products for Defence, Satellite Communications and Export Markets. Avantel with a team of engineers developed satellite communication products for voice and data communication working on Indian Satellites for various platforms like ships, submarines, aircrafts and helicopters. These products and solutions enhanced self-reliance of the Indian defence services and enabled network centric communication between mobile platforms of Indian Navy complying with military standards.

Following are few of his career achievements:

- Designed Micro Electronic Modules for Fighter Aircrafts and Electronic Warfare Systems.

- Designed Communications Equipment for Ground-to-Air and Air-to-Air Communications in Fighter Aircrafts.
- Project Appraisal for Techno-Economic feasibility of Technology driven SMEs in the areas of Electronics, Telecom, information Technology and Medical Services, Software Development and Project Management.
- Establishment of Software development centre for software export services.

Dr. A. Vidyasagar is Chairman and Managing Director in Avantel Limited, Director in Imeds Global Private Limited and Wiki Kids Private Limited.

Dr. A. Vidyasagar holds 3,89,92,324 (15.93%) equity shares in the Company.

Dr. A. Vidyasagar is spouse of Mrs. A. Sarada, Whole Time Director & CFO of the Company and father of Mr. Abburi Siddhartha Sagar, Whole Time Director. Other than the said Directors, he is not related to any other Director or Manager or the Key Managerial Personnel of the Company.

Mrs. Abburi Sarada, Whole Time Director & Chief Financial Officer (CFO)

Mrs. Abburi Sarada (60 Years) Whole-Time Director and Chief Financial Officer of the Company. She holds master's degrees in Business Administration from Madurai Kamaraj University. She did her Bachelor of Commerce from Osmania University and has also completed her bachelor's in communication and journalism from Padmavathi University.

Mrs. Sarada is associated with Avantel Limited since 1992. She has over 30 Years of experience in Finance and Banking. She has made a significant contribution to the growth of Avantel Limited during her tenure as Director of the Company.

Mrs. Sarada is presently Whole Time Director & Chief Financial Officer (CFO) in Avantel Limited and Director in Imeds Global Private Limited. She is a member of the Corporate Social Responsibility Committee of Avantel Limited.

Mrs. Sarada holds 1,50,74,940 (6.16%) equity shares in the Company.

Mrs. Sarada is the spouse of Dr. Abburi Vidyasagar, Chairman & Managing Director and mother of Mr. Abburi Siddhartha Sagar, Whole-Time Director. Other than the said Directors, she is not related to any other Director or Manager or the Key Managerial Personnel of the Company.

Mr. Abburi Siddhartha Sagar, Whole-Time Director (Strategy & Business Development)

Mr. Abburi Siddhartha Sagar (37 Years) with an impressive academic portfolio including a Master's degree in Computer Science and an MBA, Siddhartha Abburi brings to the table over ten years of refined expertise as a solution architect for some of the S&P 500's most esteemed corporations.

In his current professional endeavors, Siddhartha plays a pivotal role as the Director of Business Development and Strategy at Avantel, a front-running establishment in the field of defense electronics. Parallel to this, he also holds the position of Director at iMeds Global Private Limited, a company that contributes significantly to the medical equipment industry.

Expanding his sphere of influence in the educational sector, Siddhartha co-founded Simply Science, an initiative that strongly advocates for the democratization of education, striving to make it more accessible and financially feasible for all.

Beyond his professional commitments, Siddhartha has a fervent passion for sports and technology. His pursuits in these arenas not only enrich his personal life, but they also contribute to his persona as a multifaceted and dynamic professional. His comprehensive interests foster a holistic perspective, an attribute that sets him apart in his professional journey.

Mr. Siddhartha Sagar is a Whole-Time Director (Strategy & Business Development) in Avantel Limited, Director in Imeds Global Private Limited and Wiki Kids Private Limited. He is a member of Risk Management Committee of Avantel Limited

Mr. Siddhartha Sagar holds 1,90,16,460 (7.77%) equity shares in the Company.

Mr. Siddhartha Sagar is the son of Dr. Abburi Vidyasagar, Chairman & Managing Director and Mrs. Abburi Sarada, Whole Time Director & CFO. Other than the said Directors, he is not related to any other Director or Manager or the Key Managerial Personnel of the Company.

Mr. M. Narayana Rao, Independent Director

Mr. Myneni Narayana Rao (69 Years) an Engineer, with his 41 years of rich experience in making, shaping and treating of exotic ferrous and non-ferrous metals such as Special Steels, Superalloys has remarkably contributed to the applications of strategic industries of Atomic Energy, Space, Aerospace, Defence and Energy sectors.

Mr. Narayana Rao is a dynamic leader and an astute of technocrat scientist, who had spent his service in the development of strategic materials, gained expertise and lead Mishra Dhatu Nigam Limited (MIDHANI), a Public Sector Undertaking under Ministry of Defence, as its Chairman & Managing Director for 9 years. After completion of his service in MIDHANI, he has taken up as CEO of M/s. MTAR Technologies, Hyderabad for three years.

He took over as President of M/s. KCP Industries (Heavy Engineering unit) in the year 2020, which is in the field of manufacturing of cast products, Machining and Fabrication of large size components for cement and mineral processing plants. The company also produces the oil and gas - process equipment and also strategic requirements of space and defence such as Rocket motor casing etc.

Mr. Narayana Rao was bestowed with the following awards: JRD Tata Award (2015), Young Scientist award (1989), Engineer of the year award (1991), Metallurgist of the year award (2006) and also a Fellow of Indian National Academy of Engineering (INAE) and Fellow of Andhra Pradesh state Academy of Sciences (APAS).

He is presently a Director on the Board of Avantel Limited, Welspun Specialty Solutions Limited and Bridge Gap Engineering India Private Limited.

He is a member of Audit Committee, Chairman of Nomination & Remuneration Committee, Stakeholders Relationship Committee of Avantel Limited; member of Audit Committee, Nomination & Remuneration Committee and Risk Management Committee of Welspun Specialty Solutions Limited; and member of Audit Committee, Chairman of Nomination & Remuneration Committee, Stakeholders Grievances Committee of Innomet Advanced Materials Limited.

He is not holding any equity shares of the Company, and he is not related to any Director or Manager or the Key Managerial Personnel of the Company.

Mr. Ramchander Vyasabhattu, Independent Director

Mr. Ramchander Vyasabhattu (71 years) is a Post Graduate in Management from Institute of Public Enterprise and a Graduate in Mechanical Engineering from Osmania University Hyderabad with Specialization in Foundry Engineering from National Institute of Foundry and Forge Technology, Ranchi.

He has over four decades of rich and varied experience in Project Finance, implementing and monitoring, support, promotion and development of small and medium scale industries and service sector units by extending need-based credit, nurturing entrepreneurship and generating employment, having been a General Manager in APSFC.

He also has significant experience in Technical as being a shop floor engineer in Singareni Collieries Ltd & in the General Administration. He retired as a Managing Director of APITCO Limited.

He is presently the Commission Secretary of Telangana State Electricity Regulatory Authority.

He is a Director on the Board of M/s. Avantel Limited and M/s. Bambino Agro Industries Limited.

He is a Chairman of Audit Committee, Corporate Social Responsibility Committee and member of Nomination & Remuneration Committee and Risk management Committee of Avantel Limited and Chairman of Audit Committee, member of Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Shareholders' Grievance Committee of M/s. Bambino Agro Industries Limited.

He was the President of Hyderabad Management Association for the year 2022-23.

He is not holding any equity shares of the Company and is not related to any Director or Manager or the Key Managerial Personnel of the Company.

Dr. Ajit Tavanappa Kalghatgi, Independent Director

Dr. Ajit T. Kalghatgi has more than 40 years of Experience in the field of RF & Communication Engineering. He retired as Director (R&D) of Bharat Electronics. After graduating from Mysore University with BE in Electronics & Communications, he completed his M.Tech in Microwave & Radar Engineering from IIT, Kharagpur and Ph.D., from Leeds University UK.

Post his retirement, he was associated with IIT Dharwad as Visiting Professor and Defence Institute of Advanced Technology DIAT Pune and SIT Tumkur as Research Advisor. He is currently Director at the IIT Tirupati Technology Innovation Hub and Independent Director on the Board of Antrix Corporation Ltd, Dept. of Space.

He worked in Avionics Design Bureau of HAL Hyderabad as Design Engineer where he was responsible for Microwave Front-ends & IFF transceiver. He was with the University of Leeds, UK from 1988 to 1993 for his Ph.D as a Commonwealth Research Scholar and later as a Post Doctoral Fellow.

He was Director (R&D) BEL from September 2012 to June 2018 and CMD of BEL-THALES joint venture.

He had been with Central Research Laboratory (CRL) of BEL from 1994. He was Chief Scientist CRL Bangalore since April 2006. His research interests are in RF and Microwave Systems, Smart Antennas, RF MEMs and Secure Communication Technologies. He has more than 90 research papers and 5 patents to his credit. He is recipient of R&D Award from BEL for his significant contribution to its R&D programme. In recognition of his outstanding contribution to Technology Development leading to Product Design in the field of Secure Spread Spectrum Communication the Society of Defence Technologists (SODET) conferred the Gold Award for Technology Development & Innovation for the year 2005-06. He is also recipient of Raksha Mantri Award for Excellence in Innovation for the year 2007-08, as well as for the year 2008-09. AOC India chapter conferred on him the Achievement Award for Significant contribution to Electronic Warfare Systems in India

He is a Member of the Editorial Board of Institution of Engineering & Technology (IET) UK's Microwave & Antennas research publications, Fellow of IETE, Member of IET-UK.

He is presently a Director on the Board of Antrix Corporation Limited, IIT Tirupati Navavishkari – Hub Foundation and Avantel Limited.

He is a Member of Audit Committee and Chairman of Nomination and Remuneration Committee and Corporate Social Responsibility Committee of Antrix Corporation Limited; Member of Audit Committee of IIT Tirupati Navavishkari – Hub Foundation; and Member of Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee of Avantel Limited.

He holds 60,000 equity shares of the Company, and he is not related to any Director or Manager or the Key Managerial Personnel of the Company.

He is not related to any Director or Manager or the Key Managerial Personnel of the Company.

Ms. Harita Vasireddi, Independent Director

Ms. Harita Vasireddi is the Managing Director of Vimta Labs Limited, which is a leading contract research and testing organization in India, offering services in the fields of Food Testing, Pharmaceutical Development and Research, Environmental Testing, and Electronics & Electricals Testing.

She has more than 25 years of vast experience in Contract Research and Testing Industry with expertise in business strategy & administration, quality management systems, and laboratory operations management.

She holds an MBA in Operations Management from Boston College, USA and Bachelors in Pharmaceutical Sciences from Mysore University, India.

She is Chairman of Corporate Social Responsibility Committee of Vimta Labs Limited and Member of Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee of Avantel Limited.

She does not hold any equity shares in the Company and is not related to any Director or Manager or the Key Managerial Personnel of the Company.

Mrs. Mini Ipe, Additional Director (Non-Executive – Independent)

Mrs. Mini Ipe, aged 61 years, was the Managing Director of Life Insurance Corporation of India (LIC) since August 2, 2021, and retired on August 31, 2023. As Managing Director of LIC, she was overseeing functions relating to Pension & Group Schemes, Marketing – CLIA, CRM-Policy Servicing/Claims/Annuities, Finance & Accounts/ Taxation, Actuarial, Investment Front Office, Corporate Governance/ Compliance/ Golden Jubilee/ Liaison, Board Secretariat, Audit and RTI department. She led the Initial Public Offerings (IPO) of Life Insurance Corporation of India. She has rich and diverse experience of more than 38 years in the insurance sector. She has worked in various capacities and handled important assignments with great success. She was Zonal Manager In-charge of South-Central Zone, Hyderabad and holds distinction of being the first Lady Zonal Manager (In-charge) of LIC. She has handled the portfolios of personnel, marketing, estates, international operations, legal etc. She was Director & CEO of LICHFL Financial Services Ltd. and was instrumental in taking LICHFL Financial Services Ltd. to new heights in business revenue and profits during her tenure. She has been recognized as 'India's top 100 women in finance' in the year 2020 by the Association of International Wealth Management of India.

She holds a master's degree in commerce from Andhra University. She has also completed the certification programme in IT and Cyber Security for Board Members from the Institute for Development and Research in Banking Technology (established by the Reserve Bank of India).

She is a Member of Audit Committee, Nomination and Remuneration Committee of Axis Bank Limited; Corporate Social Responsibility Committee and Stakeholders Relationship Committee of Avantel Limited; and Member of Audit Committee and Risk Management Committee of LIC (International) BSC (C).

She does not hold any equity shares in the Company and is not related to any Director or Manager or the Key Managerial Personnel of the Company.

8) Number of Meetings of the Board of Directors

During the financial year ended March 31, 2025, six Board meetings were held on the following dates: April 26, 2025, July 19, 2024, October 5, 2024, October 24, 2024, January 18, 2025, and March 27, 2025.

Name of the Director	Number of Board Meetings	
	Held	Attended
Dr. Abburi Vidyasagar	6	6
Mrs. Abburi Sarada	6	6
Mr. Abburi Siddhartha Sagar	6	6
Mr. Myneni Narayana Rao	6	6
Mr. Ramchander Vyasabhattu	6	6
Dr. Ajit Tavanappa Kalghatgi	6	6
Ms. Harita Vasireddi	6	6
Mr. Naveen Nandigam #	1	1
Mr. Yalamanchili Kishore #	1	1
Mrs. Mini Ipe*	0	0

Note: # Mr. Naveen Nandigam (DIN: 02726620) and Mr. Yalamanchili Kishore (DIN: 01633048) have ceased to be Independent Directors of the Company with effect from May 31, 2024, upon completion of their second term as Independent Directors.

* Mrs. Mini Ipe (DIN: 07791184) has been appointed as an Additional Director (Non-Executive – Independent) of the Company, effective from March 27, 2025.

9) Shareholding of Non-Executive Directors

Particulars	No of Shares Held
Mr. Myneni Narayana Rao	Nil
Mr. V. Ramchander	Nil
Dr. Ajit Tavanappa Kalghatgi	60,000
Ms. Harita Vasireddi	Nil
Mrs. Mini Ipe	Nil
Total	60,000

10) Committees of the Board

Currently, there are 5 Board Committees – The Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee. The ESOP Allotment Committee was constituted for grant of ESOPs and allotment of Shares. The terms of reference of the Board Committees are determined by the Board from time to time. Meetings of each Board, Committee are convened by the Chairman of the respective Committees.

The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance are provided below:

11) Audit Committee

Your Company has in place, an Audit Committee, constituted in accordance with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013, comprising of members in compliance of the said regulations. The Committee is entrusted with the powers / role as prescribed under Section 177 of the Companies Act, 2013 and regulation 18 read with Part C of Schedule II to SEBI (LODR) Regulations, 2015, The Committee performs its duties and discharges its responsibilities as per its terms of reference and directions if any, given by the Board from time to time.

Terms of reference of Audit Committee

The terms of reference of the Audit Committee are as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013 and includes such other functions as may be assigned to it by the Board from time to time.

Powers of the Audit Committee includes:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it is considered necessary.

Role of the Audit Committee includes:

1. Oversight of Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of auditors and fixation of audit fee.
3. Approval of payment to statutory auditors for any other services rendered by them.
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - ii) Changes, if any, in accounting policies and practices and reasons for the same.
 - iii) Major accounting entries involving estimates based on the exercise of judgment by management.
 - iv) Significant adjustments made to the financial statements arising out of audit findings.
 - v) Compliance with listing and other legal requirements relating to financial statements.
 - vi) Disclosure of any related party transactions.
 - vii) Review of draft Auditors Report, in particular qualifications / remarks / observations made by the Auditors on the financial statements.
 - viii) Management Discussion and Analysis of financial conditions and result of operations.
5. Review of Statement of significant related party transactions submitted by the management.
6. Review of management letters/letters of internal control weaknesses issued by the statutory auditors.
7. Review of internal audit reports relating to internal control weaknesses.

8. Review of appointment, removal and terms of remuneration of the Chief Internal Auditor.
9. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
10. Review of the financial statements of subsidiary Companies.
11. Review and monitor the auditor's independence and performance and effectiveness of audit process.
12. Approval or any subsequent modification of transactions of the company with related parties.
13. Scrutiny of inter-corporate loans and investments.
14. Valuation of undertakings or assets of the Company, wherever it is necessary.
15. Evaluation of internal financial controls and risk management systems.
16. To look into the reasons for substantial defaults in the payment to the shareholders (in the case of non-payment of declared dividends) and creditors.
17. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.
18. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
19. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
20. Discussion with internal auditors of any significant findings and follow up there on.
21. Reviewing the risk management policies, practices and the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
22. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
23. To review the functioning of the Whistle Blower Mechanism.
24. Approval of appointment / reappointment / remuneration of CFO (or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background etc. of the candidate.
25. Carrying out any other function as may be mentioned in the terms of reference of the Audit Committee.
26. Quarterly statements of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
27. Annual statements of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The Audit Committee discharges its functions and obligations on a regular basis and on the occurrence of the events.

The composition of the Audit Committee and attendance by each Member of the Audit Committee:

Name of the Director	Designation	Number of Meetings	
		Held	Attended
Mr. Vyasabhattu Ramchander	Chairperson	5	5
Mr. Myneni Narayana Rao	Member	5	5
Dr. Ajit Tavanappa Kalghatgi	Member	5	5
Mr. Naveen Nandigam#	Member	1	1
Mr. Yalamanchili Kishore#	Member	1	1

Note: # Mr. Naveen Nandigam (DIN: 02726620) and Mr. Yalamanchili Kishore (DIN: 01633048) have ceased to be Independent Directors of the Company with effect from May 31, 2024, upon completion of their second term as Independent Directors.

All the members of the Audit Committee are financially literate and have expertise in accounting/ financial management. The Company Secretary of the Company acts as the Secretary of the said Committee. The Chief Financial Officer of the Company, Internal Auditors and Statutory Auditors are invitees to the meetings of the Audit Committee.

Meetings during the year

The Audit Committee met 5 times during the previous year, with a gap not exceeding one hundred and twenty days between any two meetings. The said committee met on the following dates:

The Audit Committee meetings were held on April 26, 2025, July 19, 2024, October 5, 2024, October 24, 2024, January 18, 2025.

12) Nomination and Remuneration Committee

Your Company has in place a Nomination and Remuneration Committee, constituted in accordance with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013, comprising of members in compliance of said regulations. The Committee is entrusted with the powers as prescribed under Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II to SEBI (LODR) Regulations, 2015. The Committee performs its duties and discharges its responsibilities as per its terms of reference and directions, if any, given by the Board from time to time.

Terms of reference:

The terms of reference of the Nomination and Remuneration Committee are as under:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of Independent Directors and the Board.
3. Devising a policy on Board diversity.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
5. To recommend/review remuneration of Key Managerial Personnel based on their performance and defined assessment criteria.

6. To decide on the elements of the remuneration package of all the Key Managerial Personnel i.e., salary, benefits, bonus, stock options, pensions etc.
7. Recommendation of fee / compensation if any, to be paid to Non-Executive Directors, including Independent Directors of the Board.
8. Payment / revision of remuneration payable to Managerial Personnel.
9. While approving the remuneration, the committee shall take into account the financial position of the Company, trends in the industry, qualifications, experience and past performance of the appointee.
10. The Committee shall be in a position to bring about objectivity in determining the remuneration package while striking the balance between the interest of the Company and shareholders.
11. Any other functions / powers / duties may be entrusted by the Board from time to time.

The Company has adopted a policy relating to the remuneration for Directors, Key Managerial Personnel and other employees of the Company which is disclosed on the website of the Company <https://www.avantel.in/>

The Company has paid Remuneration, profit related Commission and Sitting Fee during the Financial Year 2024-25. The Non-Executive Directors are paid Sitting Fees for attending meetings of the Board/Committee meetings.

The composition of the Nomination and Remuneration Committee and the attendance by each member of the Committee:

Name of the Director	Designation	Number of Meetings	
		Held	Attended
Mr. Myneni Narayana Rao	Chairman	3	3
Mr. Vyasabhattu Ramchander	Member	3	3
Dr. Ajit Tavanappa Kalghatgi	Member	3	3
Ms. Harita Vasireddi	Member	3	3
Mr. Naveen Nandigam#	Member	1	1
Mr. Yalamanchili Kishore#	Member	1	1

Note: # Mr. Naveen Nandigam (DIN: 02726620) and Mr. Yalamanchili Kishore (DIN: 01633048) have ceased to be Independent Directors of the Company with effect from May 31, 2024, upon completion of their second term as Independent Directors.

Meetings during the year

During the Financial Year, Nomination and Remuneration Committee Meetings were held on April 26, 2025, November 9, 2024, and March 27, 2025.

The main object of this Committee is to identify persons who are qualified to become directors and who may be appointed in senior management of the Company, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance, recommend the remuneration of both the Executive and the Non-Executive Directors to the Board and also the remuneration of Senior Management, one level below the Board. The Committee reviews the remuneration payable to Executive Director(s) and recommends to the Board the same and acts in terms of reference of the Board from time to time.

13) Mechanism for Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance and that of its committees as well as performance of the Directors individually. Feedback was sought by way of a structured questionnaire covering 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 and the evaluation was carried out based on responses received from the Directors.

The evaluation is performed by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

In line with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/004, dated January 5, 2017, the Company has adopted the criteria recommended by the SEBI.

The Directors were given Five Forms for evaluation of the following:

- (i) Evaluation of Board;
- (ii) Evaluation of Committees of the Board;
- (iii) Evaluation of Independent Directors;
- (iv) Evaluation of Managing Director and Executive Directors; and
- (v) Evaluation of Chairman.

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

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

The Chairperson, based on the Evaluation done by the Directors, informed that the performance of the Directors is satisfactory, and they are recommended for continuation as Directors of the Company.

14) Stakeholders Relationship Committee

The Company has in place a Stakeholders Relationship Committee, constituted in accordance with Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013, comprising of members in compliance of said regulations. The Committee performs its duties and discharges its responsibilities as per its terms of reference and directions, if any, given by the Board from time to time.

Terms of reference

The terms of reference of the Stakeholders Relationship Committee are as under:

- a. Redressal of grievances of shareholders, debenture holders and other security holders.
- b. Transfer and transmission of securities.
- c. Dealing with complaints related to transfer of shares, non-receipt of declared dividend, non-receipt of Balance Sheet etc.
- d. Issuance of duplicate shares certificates.
- e. Review of dematerialization of shares and related matters.
- f. Performing various functions relating to the interests of shareholders/investors of the Company as may be required under the provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 with the Stock

Exchanges and regulations/guidelines issued by the SEBI or any other regulatory authority In order to expedite the process and for effective resolution of grievances/complaints, the Committee has delegated powers to the Registrar and Share Transfer Agents i.e., M/s. KFIN Technologies Limited, to redress all complaints/grievances/enquiries of the shareholders/investors. It redresses the grievances/ complaints of shareholders/investors under the supervision of Company Secretary & Compliance Officer of the Company.

The Committee, along with the Registrars and Share Transfer Agents of the Company follows the policy of attending to the complaints, if any, within seven days from the date of its receipt.

As mandated by SEBI, the Quarterly Reconciliation of Share Capital Audit, highlighting the reconciliation of total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) vis-à-vis the total issued and listed capital is being carried out by a Practicing Company Secretary. This Audit confirms that the total issued, and paid-up capital is in agreement with the total number of shares held in physical and dematerialized form with NSDL and CDSL.

As on March 31, 2025, 24,28,25,240 Equity Shares of Rs.2/- each representing 99.82% of the total number of Shares are in dematerialized form.

As per Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') read with Section 124 of the Companies Act, 2013, intimations have been sent to shareholders concerned, requesting them to encash their unclaimed dividends failing which the unclaimed dividend and corresponding shares held by them shall be transferred to IEPF Authority.

As required under Section 124 of the Companies Act, 2013 read with the IEPF Rules as amended, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The composition of the Stakeholders Relationship Committee and the attendance of each Member of the said Committee

Name of the Director	Designation	Number of Meetings	
		Held	Attended
Mr. Myneni Narayana Rao	Chairman	1	1
Dr. Abburi Vidyasagar	Member	1	1
Ms. Harita Vasireddi	Member	1	1
Mrs. Mini Ipe*	Member	0	0

Note: *Mrs. Mini Ipe was appointed as a member of the Stakeholders Relationship Committee with effect from March 27, 2025.

During the Financial Year, the Stakeholders Relationship Committee Meeting was held on January 18, 2025.

The Stakeholders Relationship Committee specifically look into various aspects of interest of shareholders, debenture holders (if any) and other security holders.

Mr. D. Rajasekhara Reddy, Company Secretary is appointed as the Compliance Officer of the Company. The Board has authorized the Company Secretary, who is also the Compliance Officer, to approve share transfers/transmission and comply with other formalities in relation thereto. All investor complaints, which cannot be settled at the level of the Compliance Officer, will be placed before the Committee for final settlement.

A total of 244 queries/complaints were received during the year and were totally resolved to the satisfaction of the shareholders. There were no complaints pending for redressal during the year. There were no pending transfers as on March 31, 2025.

15) Corporate Social Responsibility Committee

The Company has in place a Corporate Social Responsibility Committee, constituted in accordance with Section 135 of the Companies Act, 2013, comprising of members in compliance of the said Act. The Committee performs its duties and discharges its responsibilities as per its terms of reference and directions, if any, given by the Board from time to time.

Composition of the Corporate Social Responsibility Committee and attendance by each Member of the Committee

Name of the Director	Designation	Number of Meetings	
		Held	Attended
Mr. Ramchander Vyasabhattu	Chairperson	1	1
Mrs. Abburi Sarada	Member	1	1
Dr. Ajit Tavanappa Kalghatgi *	Member	1	1
Mr. Naveen Nandigam	Member	1	1
Mr. Yalamanchili Kishore	Member	1	1
Mrs. Mini Ipe*	Member	0	0

Note: # Mr. Naveen Nandigam (DIN: 02726620) and Mr. Yalamanchili Kishore (DIN: 01633048) have ceased to be Independent Directors of the Company with effect from May 31, 2024, upon completion of their second term as Independent Directors.

* Mrs. Mini Ipe was appointed as a member of the Corporate Social Responsibility Committee with effect from March 27, 2025.

The Corporate Social Responsibility Committee meeting was held on April 26, 2025.

The terms of reference of the Corporate Social Responsibility Committee are as under:

- formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013;
- recommend the amount of expenditure to be incurred on the activities referred to in clause (i) above; and
- monitor the Corporate Social Responsibility Policy of the company from time to time.

Corporate Social Responsibility Policy

The Company has adopted the Corporate Social Responsibility Policy containing the activities to be undertaken by the Company as part of its CSR programs. The CSR policy is disclosed on the website of the Company <https://www.avantel.in/>

16) ESOP Allotment Committee

During the year, Four Meetings of the Share Allotment Committee were held on December 26, 2024, January 27, 2025, February 26, 2025, and March 15, 2025.

Composition, Names of members & Chairperson and Attendance at Meeting

Name of the Director	Designation	Number of Meetings	
		Held	Attended
Smt. Abburi Sarada	Chairperson	4	4
Mr. Abburi Siddhartha Sagar	Member	4	4
Mr. P Srinivasa Rao	Member	4	4

17) Risk Management Committee

The Company has in place a Risk Management Committee constituted in accordance with the Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 comprising of members in compliance with the said regulations. The Committee performs its duties and discharges its responsibilities as per its terms of reference and directions, if any, given by the Board from time to time.

a) Terms of reference:

1. To formulate a detailed Risk Management Policy which shall include:
 - a. A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, Environment, Social and Governance related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - b. Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c. Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
7. The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with the activities of such committees, as per the framework laid down by the board of directors.

The Company recognises that enterprise risk management is an integral part of good management practice. The purpose of this policy is to articulate our approach and expectations in relation to the management of risk across the organisation. Risk Management is an essential element in achieving business goals and deriving benefits from market opportunities. All employees are responsible for managing risk in so far as is reasonably practicable within their area of activity.

b) Composition, name of members & Chairperson, meetings held during the year and attendance at meetings.

During the year, two Meeting of the Risk Management Committee were held on January 18, 2025 and March 27, 2025.

Composition, Names of members & Chairperson and Attendance at Meetings

Name of the Director	Designation	Number of Meetings	
		Held	Attended
Mr. Abburi Siddhartha Sagar	Chairman	2	2
Dr. Ajit T. Kalghatgi	Member	2	2
Ms. Harita Vasireddi	Member	2	2
Mr. Vyasabhattu Ramchander	Member	2	1
Mr. P Bala Bhaskar Rao	Member	2	2
Mr. N Srinivas Rao	Member	2	2
Mr. P Srinivasa Rao	Member	2	1

Mr. P Bala Bhaskar Rao is the Chief Risk Officer and Mr. D. Rajasekhara Reddy acts as Secretary to the Committee.

c) Risk Management Policy

The Company has developed and implementing a risk management policy which includes the identification therein of elements of risk, which in the opinion of the board may threaten the existence of the Company. The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls.

The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. Furthermore, your Company has set up a robust internal audit function which reviews and ensures the sustained effectiveness of internal financial controls by adopting a systematic approach to its work. The Risk Management Policy of your Company is posted on the website of your Company and the web link is <https://www.avantel.in/investors>.

18) Remuneration of Directors

The details of remuneration to the Directors for the financial year ended March 31, 2025:

- There were no pecuniary relationship or transactions with any Non-Executive Director of the Company.
- The criteria for making payment to Non-Executive Directors is available on the website of the Company i.e., <https://www.avantel.in/>

Name of the Director	Salary	Perquisites and other benefits ¹	Commission ²	Sitting fee	Total
Dr. Vidyasagar Abburi #	36.00	13.03	272.01	-	321.04
Mrs. Abburi Sarada #	18.00	-	272.01	-	290.01
Mr. A Siddhartha Sagar #	48.00	-	181.34	-	229.01
Mr. Myneni Narayana Rao	-	-	-	3.75	3.75
Mr. V. Ramachander	-	-	-	4.00	4.00

Name of the Director	Salary	Perquisites and other benefits ¹	Commission ²	Sitting fee	Total
Dr. Ajit Tavanappa Kalghatgi *	-	-	-	4.25	4.25
Mr. Naveen Nandigam	-	-	-	1.00	1.00
Mr. Yalamanchili Kishore	-	-	-	1.00	1.00
Ms. Harita Vasireddi @	-	-	-	-	-
Mrs. Mini Ipe *	-	-	-	-	-

1. Perquisites and other benefits include Provident Fund

2. Represents commission for the year ended March 31, 2025, which will be paid, subject to deduction of tax after adoption of the accounts and necessary approvals at the AGM.

Note: : # There were no severance fees or stock option plan. The appointments of the Managing Director and Whole-Time Directors are for a period of three years on the basis of terms and conditions laid down in the respective resolutions passed by the Members in the General Meetings. The service contract of Managing Director and Whole-Time Directors are 3 years each with 3 months' notice period.

@ Ms. Harita Vasireddi, an Independent Director, has chosen to forego her sitting fee voluntarily.

* Mrs. Mini Ipe (DIN: 07791184) has been appointed as an Additional Director (Non-Executive – Independent) of the Company, effective from March 27, 2025.

19) All pecuniary relationship or transactions of the Non-Executive Directors

The Company has not entered into any pecuniary transactions with the Non-Executive Directors. During the year, the Company has paid a sitting fee to the Non-Executive Directors.

20) Non-Executive Directors' compensation and disclosures

All fees/compensation paid to the Non-Executive Directors (including Independent Directors) are recommended by the Nomination and Remuneration Committee and fixed by the Board and approved by the shareholders in the General Meeting, if required and the remuneration paid/payable are within the limits prescribed under the Act.

21) General Body Meetings

a) The details of date, location and time of the last three Annual General Meetings held are as under:

Annual General Meetings (AGMs) for the financial year ended March 31, 2024, March 31, 2023, and March 31, 2022, were held through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) mode and details regarding time, date, location and special resolutions passed in the respective AGMs are as tabled below:

Financial Year ended	Date, Day and Time of AGM	Venue	Special Resolutions passed at the AGM by the Shareholders
March 31, 2024	Thursday, May 30, 2024 at 11:00 A.M	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") without the physical presence of the Members at a common venue, in compliance with General Circulars issued by Ministry of Corporate Affairs (MCA Circulars).	1. To consider and approve the re-appointment of Mr. Abburi Siddhartha Sagar (DIN: 02312563) as Whole Time Director of the Company. 2. To consider and approve the appointment of Dr. Ajit Tavanappa Kalghatgi (DIN: 05300252) as an Independent Director of the Company. 3. To consider the appointment of Ms. Harita Vasireddi (DIN: 00242512) as an Independent Director of the Company.

Financial Year ended	Date, Day and Time of AGM	Venue	Special Resolutions passed at the AGM by the Shareholders
			- To consider and approve to amend 'Avantel Employee Stock Option Plan 2023' (the "Plan" or "ESOP 2023"). - To consider and approve to extend 'Avantel Employee Stock Option Plan 2023' (the "Plan" or "ESOP 2023") to the employees of its Subsidiary Company(ies).
March 31, 2023	Friday, June 23, 2023 at 11:00 A.M	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") without the physical presence of the Members at a common venue, in compliance with General Circulars issued by Ministry of Corporate Affairs (MCA Circulars).	No Special Resolutions were passed
March 31, 2022	Monday, May 30, 2022 at 11:00 A.M	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") without the physical presence of the Members at a common venue, in compliance with General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021 and 21/2021 issued by Ministry of Corporate Affairs (MCA Circulars).	- To consider and approve the re-appointment of Dr. Abburi Vidyasagar (DIN: 00026524) as the Managing Director of the Company. - To consider and approve the re-appointment of Mrs. Abburi Sarada (DIN: 00026543) as Whole-Time Director of the Company. - To consider the appointment of Mr. V Ramchander (DIN: 03400005) as an Independent Director of the Company for a term of five consecutive years, in terms of Section 149 of the Companies Act, 2013. - To consider the increase in authorized share capital and consequent Amendment to Memorandum of Association of the Company. - To Consider the Approval of issue of Bonus Shares.

Mr. M B Suneel, Company Secretary in Practice (M/s. P. S. Rao & Associates), conducted the e-voting process and the Poll during the previous Annual General Meeting in accordance with the law and in a fair and transparent manner.

b) Extraordinary General Meeting

Apart from the Annual General Meeting, no other General Meeting was held during the Financial Year.

c) Postal Ballot

No resolutions were passed through the postal ballot during the Financial Year.

22) Means of Communication

(a) Quarterly results:

The quarterly, half-yearly and annual results of the Company were published by your Company in the newspapers within 48 hours of the conclusion of the Board meeting. Annual reports with audited financial statements are sent to the shareholders through permitted mode.

(b) Newspapers wherein results normally published:

The results are normally published by your Company in the newspapers (Business Standard) in English version, circulating in the whole of India and in regional newspaper (Prajasakti) in the vernacular language in all editions.

(c) Any website, where displayed:

The results are also displayed on your Company's website: <https://www.avantel.in/>

(d) Whether it also displays official news releases:

Official press releases/ news is sent to the Stock Exchanges i.e., BSE Limited, and National Stock Exchange of India Limited, where the shares of your Company were listed and the same are hosted on the website of your Company.

No presentations were made to the Institutional Investors or to Analysts.

23) General Shareholder Information

The 35th Annual General Meeting of the Company will be held on Monday, June 23, 2025, at 11.00 A.M through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), for details, please refer to the Notice of the AGM.

Financial Calendar : The Financial Year of the Company starts from April 1 and ends on March 31 every year.

24) Results for the Quarter Ending

30th June 2025 : On or before 14th August 2025

30th September 2025 : On or before 14th November 2025

31st December 2025 : On or before 14th February 2026

31st March 2026 : On or before 30th May 2026

Dividend Payment Date : On or before July 22, 2025

Record Date : June 12, 2025

Listing on Stock Exchange : BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001, Maharashtra, India.

Stock Code (BSE Ltd) : 532406

Stock Code - NSE : AVANTEL

ISIN : INE005B01027

Listing of Debt Instruments on Stock Exchanges and Codes: N.A.

The Annual Listing fees for the year 2024-25 have been paid to the Stock Exchange.

25) Dematerialization of shares and liquidity

The shares of the Company are under compulsory demat trading. The Company has made necessary arrangements with NSDL and CDSL for demat facility. As on March 31, 2025, 99.82% of the Company's Shares are dematerialized.

26) Dematerialization mandatory for effecting share transfers

SEBI has vide proviso to Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandated that requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, the Company shall not process any requests for transfer of shares in physical mode. Shareholders who desire to demat their shares can get in touch with any Depository Participant having registration with SEBI to open a demat account and follow the procedure for share transfers.

27) Share Transfer System

The requests received for Deletion of Name, Transmission of Shares, Split and issue of duplicate share certificates are processed and dispatched to the shareholders within a maximum period of 30 days from the date of receipt, subject to the documents being valid and complete in all respects. All the valid Deletion of Name, Transmission of Shares, Split and issue of duplicate share certificates are noted at Board Meetings.

The shares of the Company can be transferred / traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. During the year, the Company obtained, a certificate from a Company Secretary in Practice, certifying that all certificates for transfer, transmission, subdivision, consolidation, renewal, exchange and deletion of names, were issued as required under Regulation 40(9) of the SEBI(LODR) Regulations, 2015. These certificates were duly filed with the Stock Exchanges.

28) Remittance of Dividend through Electronic Mode

The Company provides the facility for remittance of dividends, if any, to Shareholders through NECS (National Electronic Clearing Service) / RTGS (Real Time Gross Settlement) / NEFT (National Electronic Funds Transfer). Shareholders, who have not yet opted for remittance of dividend through electronic mode and wish to avail the same, are required to provide their bank details, including MICR (Magnetic Ink Character Recognition) and IFSC (Indian Financial System Code) to their respective Depository Participants where shares are held in the dematerialized form and the Registrar Transfer Agent in the physical form respectively.

29) Bank Details

Shareholders holding shares in the physical form are requested to advise the Registrar Transfer Agent of change in their address / mandate / bank details to facilitate better service. SEBI has mandated that the physical security holders, whose folio(s) are not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number, Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 1, 2024.

30) Permanent Account Number (PAN)

Shareholders holding shares in the physical form are mandatorily required to furnish copy of PAN Card in the following transactions:

- i) Transfer of shares – Transferee and Transferor
- ii) Transmission of shares - Legal heirs' or Nominees'
- iii) Transposition of shares - Joint holders' and
- iv) In case of decease of shareholder - Surviving joint holders'

There are no outstanding Global Depository Receipts / American Depository Receipts or Warrants or any convertible instruments as on March 31, 2025.

31) Market Price Data

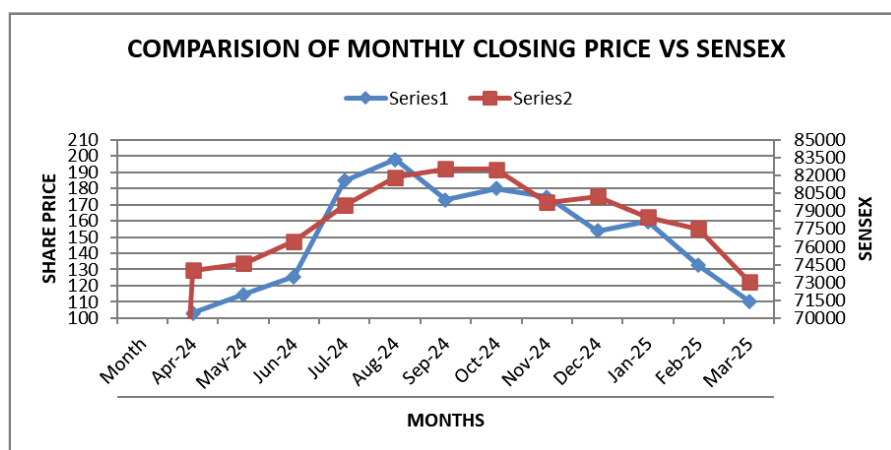
High, low during each month and trading volumes of the Company's Equity Shares during the last financial year 2024-25 at the BSE Limited (BSE) areas under:

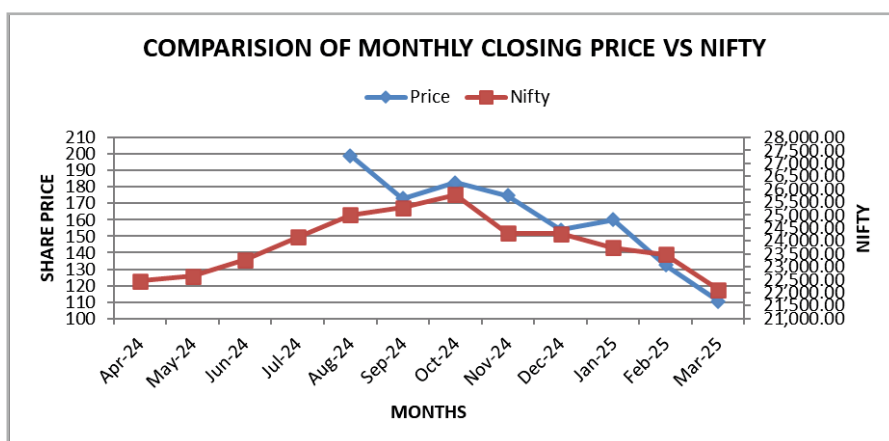
Month	BSE			NSE *		
	High	Low	Traded Volume (Lakhs)	High	Low	Traded Quantity
April, 2024	130.00	99.05	227.14	-	-	-
May, 2024	126.50	102.00	156.87	-	-	-
June, 2024	194.00	106.05	420.82	-	-	-
July, 2024	223.80	168.00	443.65	211.40	204.00	5.18
August, 2024	205.85	175.40	73.79	207.70	175.00	177.65
September, 2024	193.00	166.00	58.18	193.00	166.00	152.28
October, 2024	201.00	163.45	73.97	201.00	164.00	280.48
November, 2024	175.10	139.80	37.60	175.00	139.59	141.26
December, 2024	178.90	150.05	34.94	179.00	150.15	157.12
January, 2025	161.70	118.15	36.21	161.60	118.00	186.54
February, 2025	140.90	99.60	43.75	140.91	100.10	195.33
March, 2025	126.80	104.00	40.77	125.60	103.81	176.05

Note: * The Company has received approval from the National Stock Exchange of India Limited (NSE) for the listing of its Equity Shares on the NSE Main Board, as per letter No. NSE/LIST/163 dated July 29, 2024. Accordingly, the Company's Equity Shares began trading on the NSE with effect from the start of trading hours on Wednesday, July 31, 2024, under the designated symbol "AVANTEL".

The securities of the Company are not suspended from trading during the financial year ended March 31, 2025.

32) Share Price Performance:





Note: * The Company has received approval from the National Stock Exchange of India Limited (NSE) for the listing of its Equity Shares on the NSE Main Board, as per letter No. NSE/LIST/163 dated July 29, 2024. Accordingly, the Company's Equity Shares began trading on the NSE with effect from the start of trading hours on Wednesday, July 31, 2024, under the designated symbol "AVANTEL".

The securities of the Company are not suspended from trading during the financial year ended March 31, 2025.

33) Distribution of Shareholding

Sl. No.	Category	No. of Cases	% of Cases	Total Shares	Amount	% of Amount
1	1 - 5000	2,05,186	98.47	4,82,89,464	9,65,78,928	13.46
2	5001 - 10000	1,747	0.84	1,20,65,005	2,41,30,010	4.87
3	10001 - 20000	739	0.35	1,03,18,729	2,06,37,458	4.28
4	20001 - 30000	254	0.12	64,14,071	1,28,28,142	2.73
5	30001 - 40000	100	0.05	35,28,636	70,57,272	1.49
6	40001 - 50000	68	0.03	30,74,410	61,48,820	1.42
7	50001 - 100000	163	0.08	1,12,40,155	2,24,80,310	4.59
8	100001 & Above	124	0.06	14,98,05,350	29,96,10,700	67.16
	Total	2,08,381	100.00	24,47,35,820	48,94,71,640	100.00

34) Categories of Shareholders as on March 31, 2025

Sl.No.	Category of Shareholders	No. of Shares	No. of Shares	Percentage %
1	Promoter Group	1	3600000	1.47
2	Promoter	5	90786244	37.10
3	Mutual Funds	2	920405	0.38
4	Alternative Investment Fund	2	46620	0.02
5	NBFC	1	70000	0.03
6	Foreign Portfolio - Corp	22	1183847	0.48
7	IEPF	1	3502600	1.43
8	Resident Individuals	203482	122585220	50.09
9	Employees	204	1376594	0.56
10	Non Resident Indian Non Repatriable	1020	3739846	1.53
11	Non Resident Indian	1543	2790751	1.14
12	Bodies Corporates	371	7099199	2.90
13	HUF	1723	7014989	2.87
14	Trusts	2	19500	0.01
15	Clearing Members	2	5	0.00
	Total	208381	244735820	100.00

35) Plant Locations:

- Unit 1: Sy. No.141, Plot No. 47/P, APIIC Industrial Park, Gambheeram (V), Anandapuram (M), Visakhapatnam – 531163, Andhra Pradesh, India.
- Unit 2: E-City, Raviryala Village, Maheshwaram Mandal, Ranga Reddy District, Telangana State, India.

Address for Correspondence : The Company Secretary
Avantel Limited
Corporate Office: Sy No.66 & 67, Plot No. 68 & 69, 4th Floor, Jubilee Heights, Jubilee Enclave, Madhapur, Hyderabad – 500081, Telangana State, India.
E-mail: cs@avantel.in
Phone: +91 – 40 6630 5000
Website: <https://www.avantel.in/>

Registrar and Transfer Agents : KFIN Technologies Limited
Reg. Office: 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, 400 070, Maharashtra, India.
Correspondence Address:
Selenium Building, Tower-B,
Plot No 31 & 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad - 500 032, Rangareddy, Telangana State, India.

E-mail: einward.ris@kfintech.com
Toll Free: 1800 309 4001
WhatsApp Number: (91) 910 009 4099
Investor Support Centre: <https://kprism.kfintech.com/>
KFINTech Corporate Website: <https://www.kfintech.com>
RTA Website: <https://ris.kfintech.com>
KPRISM (Mobile Application): <https://kprism.kfintech.com/signup>
RTA Search: <https://www.registrarsassociation.com/search>

Contact Person	:	KFIN Technologies Limited E-mail: einward.ris@kfintech.com shyam.kumar@kfintech.com Phone: 040 – 6716 2222
Share Transfer System	:	The Share transfers are affected within one month from the date of lodgment for transfer, transmission, Sub-division, consolidation, renewal etc. Such modified share certificates are delivered to the shareholders immediately.
Compliance Certificate	:	Certificate from M/s. P S Rao & Associates, Company Secretaries, confirming compliance with the Conditions of Corporate Governance as stipulated Under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to the Directors' Report and forms part of this 35th Annual Report.

36) Secretarial Audit

1. M/s. P. S Rao & Associates, Practicing Company Secretaries have conducted Secretarial Audit of the Company for the year 2024-25. Their Audit Report confirms that the Company has complied with the applicable provisions of the Companies Act and the Rules made there under SEBI Listing Regulations and other laws applicable to the Company. The Secretarial Audit Report forms part of the Director's Report.
2. M/s. P S Rao & Associates, Practicing Company Secretaries carry out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).
3. Compliance under SEBI Listing Regulations pertaining to mandatory requirements and Practicing Company Secretaries Certificate on Corporate Governance is attached herewith.

37) Compliance Officer

Mr. D. Rajasekhara Reddy, Company Secretary, is the Compliance Officer for complying with the requirements of the Securities Laws, Listing Agreements with the Stock Exchanges and SEBI Listing Regulations, 2015. He acts as the Secretary to all the mandatory sub-committees of the Board.

38) Commodity Price Risk or Foreign Exchange risk and hedging activities

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

39) Code of Conduct

All the Directors and senior management confirmed the compliance of the code of conduct. The Company has posted the Code of Conduct for Directors and Senior Management on the website <http://www.avantel.in>.

40) Meeting of Independent Directors

During the year, the Independent Directors met on January 19, 2024, inter alia, to discuss:

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

All of the Independent Directors were present at the Meeting.

41) Familiarization Programme for Board Members

A formal familiarization programme was conducted about the amendments in the Companies Act, 2013, Rules prescribed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws of the Company.

It is the general practice of the Company to notify the changes in all the applicable laws from time to time in every Board Meeting conducted.

The details of such familiarization programs for Independent Directors are posted on the website of the Company <https://www.avantel.in/>

42) Prohibition of Insider trading

In compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) and to preserve the confidentiality and prevent misuse of unpublished price sensitive information, the Company has adopted a Code of Conduct for regulating, monitoring and reporting of trading by insiders.

This Code also provides for periodical disclosures from the designated Persons and their immediate Relatives as well as pre-clearance of transactions by such persons as per the thresholds mentioned in the code. The code is applicable to designated persons and their immediate relatives who are likely or may reasonably be expected to have access to the unpublished price sensitive information relating to the Company and the same is being implemented as a self-regulatory mechanism.

43) Credit Rating

Acuité Ratings & Research Limited ("Acuité") ("Credit Rating Agency") has upgraded its long-term rating to '**ACUITE A-**' (read as **ACUITE A minus**) from '**ACUITE BBB+**' (read as **ACUITE triple B plus**) and short-term rating to '**ACUITE A2+**' (read as **ACUITE A two plus**) from '**ACUITE A2**' (read as **ACUITE A two**) on Rs.69.50 Cr bank facilities of Avantel Limited. Outlook is '**Stable**'.

CARE Ratings Limited ('CARE Ratings'), a Credit Rating Agency has reaffirmed its long-term rating '**CARE A-; Stable**' (read as **CARE A- minus; Stable**) and short-term rating '**CARE A2+**' (read as **CARE A two plus**) on Rs.70 Cr bank facilities of Avantel Limited. Outlook is '**Stable**'.

The details of the Credit Rating are available on the website of the Company <https://www.avantel.in/investors>.

44) Risk Management

The Company's risk management approach comprises of the following:

- Governance of Risk
- Identification of Risk
- Assessment and control of Risk

The risks have been prioritized through a company-wide exercise. Members of senior management have undertaken ownership and are working on mitigating the same through co-ordination among the various departments, insurance coverage, security policy and personal accident coverage for the lives of all employees. The risks are identified and are discussed by the representatives from various functions.

45) Subsidiary Companies

M/s. Imeds Global Private Limited, a wholly owned subsidiary of M/s. Avantel Limited. The subsidiaries of the Company function independently, with an adequately empowered Board of Directors and adequate resources. For more effective governance, the minutes of Board Meetings and Financial Statements of subsidiaries of the Company are placed before the Audit Committee and Board of Directors of the Company for their review.

46) CEO and CFO Certification

The Managing Director and the CFO have given a Certificate to the Board as contemplated in Schedule - V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is separately annexed.

47) Transfer of Shares to Investor Education and Protection Fund

As per the provisions of Section 124 of the Companies Act, 2013, shares of the shareholders, who have not claimed dividends for a continuous period of 7 years, shall be transferred to Investor Education and Protection Fund Authority account. Accordingly, the Company has transferred 82,860 equity shares to Investor Education and Protection Fund during the Financial Year ended March 31, 2025.

48) The Disclosures of the compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:

Regulation	Particulars of Regulations	Compliance Status (Yes/No)
17	Board of Directors	Yes
17A	Maximum number of Directorships	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	Yes
22	Vigil mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to Subsidiary of listed entity	Yes
24A	Secretarial Audit and Secretarial Compliance Report	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligation with respect to Directors and senior management	Yes
27	Other Corporate Governance requirements	Yes
46(2)(b) to (i)	Website	Yes

49) Information of Senior Management

Details of Senior Management Personnel as on March 31, 2025, as defined under Regulation 16(1)(d) of SEBI (LODR) Regulations are as follows:

Sl. No.	Name	Designation
1.	Mr. P Bala Bhaskar Rao	Vice President – Mktg & CSD
2.	Mr. N Srinivas Rao	Vice President – Technical
3.	Wg Cdr PRL Prakash (Retd)	Vice President – S&BD
4.	Gp Capt P Srinivas (Retd)	Vice President – Q A & Projects
5.	Mr. G V Jaganmohan	GM – Design & Development
6.	Mr. Pusuluru Srinivasa Rao	GM – Production
7.	Mr. M J S Kishore	GM – Software Development
8.	Mr. Nageswara Rao Tatikonda	GM – Q A
9.	Mr. BVSB Kumar	GM – Materials
10.	Mr. Venugopal Atluri	GM – R & D
11.	Mr. P Srinivasa Rao	GM – Finance & Accounts
12.	Mr. Sridhar Sharma Kummamuru	GM – HRD/ Admin
13.	Mr. D Rajasekhara Reddy	CS & Compliance Officer

50) Equity Shares in the Unclaimed Suspense Escrow Demat Account:

In terms of Regulation 39 of the SEBI Listing Regulations, the Company does not have any share in the demat Suspense Account.

In terms of SEBI Circular dated January 25, 2022, the details of equity shares lying in the Unclaimed Suspense Escrow Demat Account are as follows:

Sl. No.	Particulars	No. of Shareholders	No. of Shares
1	Aggregate number of shareholders and the outstanding shares in the suspenseescrow account lying at the end of the year (i.e. March 31, 2024)	205	11,23,980
2	Less: Number of shareholders who approached listed entity and their shares were transferred from suspense escrow account during the Financial Year 2024-25.	19	3,33,300
3	Less: Number of shareholders whose shares were transferred from suspense escrow account to IEPF during the Financial Year 2024-25.	-	-
4	Aggregate number of shareholders and the outstanding shares in the suspense escrow account lying at the end of the year (i.e. March 31, 2025).	186	7,90,680

Your Company confirms that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Other Disclosures

- a. Transactions with related parties are disclosed in the Notes to Accounts in the Financial Statements. All transactions with related parties are at arms' length and in compliance with transfer pricing regulations. Consideration is paid/received through cheque/online payment.

All Related Party Transactions are entered into by the Company only after obtaining the prior approval of the Audit Committee and Board of Directors and are entered into on an Arms' length basis.

In terms of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a policy to determine Related Party Transactions.

The Policy on Related Party Transactions as approved by the Board is uploaded on the website of the Company <https://www.avantel.in/>

Material Related Party Transactions:

During the year ended March 31, 2025, there were no materially significant related party transactions, which had potential conflict with the interests of the Company at large. The transactions with related parties are disclosed in Note No.38 to the Annual Accounts.

- b. The Whistle Blower (Vigil) mechanism provides a channel to the employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy and also provides for adequate safeguards against victimization of employees by giving them direct access to the Chairman of the Audit Committee in exceptional cases. No person has been denied access to the Chairman of the Audit Committee.

The Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees. The Whistle Blower Policy of the Company is also posted on the website of the Company <https://www.avantel.in/>

- c. The Company does not have any Material Subsidiary.
- d. The Managing Director and the Chief Financial Officer have certified to the Board in accordance with Regulation 33(2)(a) of SEBI Listing Regulations pertaining to CEO/CFO certification for the Financial Year ended 31st March, 2025.
- e. A certificate from a Company Secretary in Practice stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by SEBI or Ministry of Corporate Affairs or any such statutory authority is enclosed to this report.
- f. During the year, there has been no such incidence where the Board has not accepted the recommendation of the Committees of the Company.
- g. The Company and its subsidiaries have not granted loans and advances in the nature of loans to firms / companies in which directors of the Company are interested.
- h. The Company has complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has complied with the Discretionary Requirements as specified by Regulation 27(1) of SEBI Listing Regulations which are as under:

* Reporting of the Internal Auditor: The Internal Auditor of the Company reports directly to the Audit Committee.

- i. There are no Shares lying in Demat Suspense Account.
- j. The Company is not carrying on any commodity price risks and commodity hedging activities.
- k. Company's practices and procedures meet the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.
- l. The Company has not raised any funds through preferential allotment or qualified institutions placement during the Financial Year ended March 31, 2025.
- m. During the year ended March 31, 2025, there were no proceeds from public issues, rights issues, preferential issues, etc.,
- n. Total fees for all services paid by the Company to the statutory auditor FY 2024-25 is set out in Note No.35 of the Standalone Financial Statements, forming part of the Annual Report.
- o. Disclosures in relation to the Sexual Harassment of Women at Workplace Prevention, Prohibition and Redressal) Act, 2013:

Your Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The policy aims to provide protection to Employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where Employees feel secure. The Company has also constituted an Internal Committee, known as Anti Sexual Harassment Committee, to address the concerns and complaints of sexual harassment and to recommend appropriate action. Your Company has not received any complaint on sexual harassment during the year.

- p. The Company also complies with the following non-mandatory requirements Regulation 27 of the SEBI Listing Regulations, 2015.
 - There are no audit qualifications during the year under review.
 - The Internal auditors report to the Audit Committee every quarter.

The Company has adopted the policy on dissemination of information on the material events to stock exchanges in accordance with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policy is available on the website of the Company <https://www.avantel.in/>

The Company has adopted the policy on preservation of documents in accordance with Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The

By order of the Board of Directors
For **Avantel Limited**

Sd/-
Abburi Vidyasagar

Chairman & Managing Director
DIN: 00026524

Place: Hyderabad
Date: April 26, 2025

CODE OF CONDUCT

DECLARATION

As provided under Schedule - V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the financial year ended March 31, 2025.

By order of the Board of Directors
For **Avantel Limited**

Sd/-
Abburi Vidyasagar
Chairman & Managing Director
DIN: 00026524

Place: Hyderabad
Date: April 26, 2025

CEO/CFO CERTIFICATION

We hereby certify that:

- a. We have reviewed the Audited Financial Statements for the **Financial Year ended March 31, 2025**, and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. The company's accounting software has audit trail functionality (edit log). This feature remained operational throughout the year, capturing a chronological record of all relevant transactions processed within the software.
- e. We have indicated to the auditors and the Audit Committee:
 - i. significant changes in the internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For **Avantel Limited**

Sd/-

Abburi Vidyasagar

Chairman & Managing Director

DIN: 00026524

Sd/-

Abburi Sarada

Whole-Time Director / CFO

DIN: 00026543

Place: Hyderabad

Date: April 26, 2025

CERTIFICATE

[Pursuant to Clause 13 of the Securities Exchange Board of India (Share Based Benefits Employee and Sweat Equity) Regulations, 2021]

To

The Members of

Avantel Limited

Sy. No. 141, Plot No. 47/P,

APIIC Industrial Park, Gambheeram (V),

Anandapuram (M), Visakhapatnam - 531163,

Andhra Pradesh, India.

Certificate in accordance with Clause 13 of Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“hereinafter referred as “SEBI (SBEBASE) Regulations 2021”)

We, P S Rao & Associates, Practicing Company Secretaries, Hyderabad, the Secretarial Auditors of Avantel Limited (“the Company”) appointed by Company in terms of Section 204 of the Companies Act, 2013 read with the Rule 8 of the Companies (Meeting of the Board and its Powers) Rules, 2014, hereby state that we have examined the **AVANTEL LIMITED EMPLOYEE STOCK OPTION PLAN – 2023**, hereinafter referred as “the Scheme”, other relevant records and documents and based on the information and explanations provided to us and to be of our knowledge and belief, we confirm that the Scheme is in compliance with and being implemented in accordance with the provisions SEBI (SBEBASE) Regulations 2021.

This Certificate is issued on the request of the management of the Company and is solely for the purposes as stated in SEBI (SBEBASE) Regulations 2021. This Certificate should not be used for any other purposes.

For **P S Rao & Associates**,

Company Secretaries

ICSI Unique Code: P2001TL078000

PR No.6678/2025

Sd/-

M B Suneel

Partner

ACS No.: 31197

C.P. No.: 14449

UDIN: A031197G000498554

Place: Hyderabad

Date: April 26, 2025

CERTIFICATE

(Pursuant to Schedule V(C)(10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members of

Avantel Limited

Sy. No. 141, Plot No. 47/P,

APIIC Industrial Park, Gambheeram (V),

Anandapuram (M), Visakhapatnam - 531163,

Andhra Pradesh, India.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Avantel Limited having CIN: L72200AP1990PLC011334 and having a registered office situated at Sy. No. 141, Plot No. 47/P, APIIC Industrial Park, Gambheeram (V), Anandapuram (M), Visakhapatnam – 531163, Andhra Pradesh, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with the Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

S.No.	Name of the Director	Designation	DIN
1.	Dr. Abburi Vidyasagar	Chairman & Managing Director	00026524
2.	Mrs. Abburi Sarada	Whole-Time Director & Chief Financial Officer	00026543
3.	Mr. Abburi Siddhartha Sagar	Whole-Time Director	02312563
4.	Mr. Myneni Narayana Rao	Non-Executive Director (Independent Director)	00577494
5.	Mr. Vyasabhattu Ramchander	Non-Executive Director (Independent Director)	03400005
6.	Ms. Harita Vasireddi	Non-Executive Director (Independent Director)	00242512
7.	Dr. Ajit Tavanappa Kalghatgi	Non-Executive Director (Independent Director)	05300252
8.	Mrs. Mini Ipe	Additional Director (Non-Executive - Independent Director)	07791184

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

For P S Rao & Associates,
Company Secretaries
ICSI Unique Code: P2001TL078000
PR No.6678/2025

Sd/-
M B Suneel
Partner
ACS No.: 31197
C.P. No.: 14449
UDIN: A031197G000210453

Place: Hyderabad
Date: April 26, 2025

CERTIFICATE ON CORPORATE GOVERNANCE

(Pursuant to Schedule V(E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members of

Avantel Limited

Sy. No. 141, Plot No. 47/P,

APIIC Industrial Park, Gambheeram (V),

Anandapuram (M), Visakhapatnam - 531163

Andhra Pradesh, India.

We have examined the compliance of conditions of Corporate Governance by M/s. Avantel Limited ('the Company') for the year ended 31st March, 2025 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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

For **P S Rao & Associates,**

Company Secretaries

ICSI Unique Code: P2001TL078000

PR No.6678/2025

Sd/-

M B Suneel

Partner

ACS No.: 31197

C.P. No.: 14449

UDIN: A031197G000210453

Place: Hyderabad

Date: April 26, 2025

Independent Auditor's Report

To the Members of Avantel Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Avantel Limited** (“the Company”), which comprise the Balance Sheet as at 31st March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the “Standalone Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
Fair value assessment of trade receivables Trade receivables comprise a significant portion of the liquid assets of the Company. The trade receivables are mostly dues receivable from Government and allied Government agencies hence not impaired. There was no provision made on the trade	<u>Principal Audit Procedures</u> We assessed the validity of material long outstanding receivables which are Nil by reviewing the customer ledger during current year. We also considered payments received subsequent to year-end, and unusual patterns if any were reviewed to identify potentially impaired balances. The assessment of the appropriateness of the allowance for trade receivables comprised a variety of audit procedures across the Group including:

Key Audit Matter	Auditor's Response
receivable in the previous year. The most significant portion of the trade receivables less than one year comprises which are dues from Government and Government agencies hence not impaired. Accordingly, the estimation of the allowance for trade receivables is a significant judgment area and is therefore considered a key audit matter.	• Challenging the appropriateness and reasonableness of the assumptions applied in the directors' assessment of the receivables allowance; • Consideration and concurrence of the agreed payment terms; • Verification of receipts from trade receivables subsequent to year-end; and • Considered the completeness and accuracy of the disclosures. To address the risk of management bias, we evaluated the results of our procedures against audit procedures on other key balances to assess whether or not there was an indication of bias. We were satisfied that the Company's trade receivables are fairly valued and no provision is deemed to be required against these receivables.
Revenue recognition The Company applies judgment to determine whether each goods, software product or services promised to a customer are capable of being distinct, and are distinct in the context of the contract, if not, the promised goods, software product or services are combined and accounted as a single performance obligation. The Company allocates the arrangement consideration to separately identifiable performance obligation deliverables based on their selling price determined in contract. The accuracy and of revenue amounts recorded is an inherent industry risk Disclosures relating revenue recognition are in Note 25.	<u>Principal Audit Procedures</u> Our audit procedures in respect of this area included: We evaluated the effectiveness of key controls over the capture and measurement of revenue transactions across all material revenue streams Testing controls over software product sales including: – documentation evidencing internal and third party physical inspection and confirmation of complete status; We evaluated the adequacy of the disclosures included in Note 25.

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 Directors Report and Corporate Governance Report but does not include the consolidated financial statements, standalone 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.

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 Charged with Governance for the Standalone Financial Statements

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

In preparing the Standalone Financial Statements, management and Board of Directors are 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 and Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone 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 Section 143(3) of the Act based on our audit, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure-A”. Our report express an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Standalone Financial Statements.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid or provided by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (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 has disclosed the impact of pending litigations on its financial position in its standalone financial statements. Refer Note 41 to the Standalone Financial Statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there are any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement
 - v. As stated in Note 44 to the standalone financial statements:
 - (a) the dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
 - (b) The Board of Directors of the Company have proposed dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

- vi. Based on our examination, which included test checks, the company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software system. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2025.

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

For **Grandhy & Co**
Chartered Accountants
Firm Registration No.S-1007

Naresh Chandra Gelli
Partner
Membership No. 201754

UDIN: 25201754BMHWLH6151

Place : Hyderabad
Date : April 26, 2025

Annexure “A” to the Independent Auditor's Report

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

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

We have audited the internal financial controls over financial reporting of **Avantel Limited** (“the Company”) as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's and Board of Directors' Responsibility for Internal Financial Controls

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls with reference to Standalone Financial Statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to Standalone Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls 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 with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to Standalone Financial Statements

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 with reference to Standalone Financial Statements

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 with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial control with reference to Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at 31 March 2025, based on the internal control with reference to Standalone Financial Statements 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 **Grandhy & Co**
Chartered Accountants
Firm Registration No.S-1007

Naresh Chandra Gelli
Partner
Membership No. 201754

UDIN: 25201754BMHWLH6151

Place : Hyderabad
Date : April 26, 2025

Annexure “B” to the Independent Auditor's Report

(Referred to in Paragraph 2 under 'Report on Other Legal Regulatory Requirements' section of our report to the Members of Avantel Limited of even date)

To the best of our information and according to the explanations provided to us by the company and the books of account and records examined by us in the normal course of audit, we state that:

- I. In respect of the Company's Property, Plant and Equipment, right-to-use assets and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) According to the information and explanations given to us and the records of the company examined by us, the property, plant and equipment have been physically verified by the management in a periodical manner, which in our opinion is reasonable, having regard to the size of the Company and the nature of its business. No material discrepancies were noticed on such physical verification.
 - (c) Based on our examination of registered sale deeds and other documents, the title deeds of all the immovable properties disclosed in the financial statements are held in the name of the Company
 - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) 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, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- ii. (a) The inventory has been physically verified by the management during the year. In our opinion, the coverage, frequency and procedure of such verification is reasonable and adequate in relation to the size of the Company and the nature of its business. The discrepancies noticed on verification between the physical stocks and the book records were not exceeding 10% in the aggregate for each class of inventory and have been properly dealt with in the books of account.
- (b) The Company is sanctioned working capital limits in excess of Rs.5 Crore from banks on the basis of security of current assets. Further, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.
- iii. During the year, the Company has made investments in a company. The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
 - (a) During the year, the Company has not provided loans or advances in the nature of loans or stood guarantee or provided security to any other entity.
 - (b) In our opinion, the investments made during the year are, prima facie, not prejudicial to the Company's interest.
 - (c) The Company has not granted any loans and advances in the nature of loans. Hence reporting under clause 3(iii)(c),(d),(e) and (f) of the order is not applicable.
- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. We have broadly reviewed the cost records maintained by the Company as prescribed under subsection (1) of section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. In respect of statutory dues:

- a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

- b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025 on account of disputes are given below:

Nature of the Statute	Nature of Dues	Forum where dispute is Pending	Period to which the amount Relates	Amount Rs. Lakhs
The Income Tax Act, 1961	Income Tax	The Commissioner of Income Tax (Appeals)	Assessment year 2022-23 (Previous year 2021-22)	219.05

- 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 repayment of loans taken from the banks. The Company has not taken loans from financial institutions and Government.
 - b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
 - 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.
 - e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.
 - f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiary.
- x.
 - a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

- b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi.
 - a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
 - b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
 - c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the Standalone financial statements as required by the applicable accounting standards.
- xiv.
 - a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
 - b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi.
 - a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
 - b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of 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. a) There is no amount to be spent for other than ongoing projects towards Corporate Social Responsibility (CSR). Hence, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- b) The Company does not have ongoing projects relating to CSR. Hence reporting under clause 3(xx)(b) of the Order is not applicable.

For **Grandhy & Co**
Chartered Accountants
Firm Registration No.S-1007

Naresh Chandra Gelli
Partner
Membership No. 201754

UDIN: 25201754BMHWLH6151

Place : Hyderabad
Date : April 26, 2025

STANDALONE BALANCE SHEET AS AT MARCH 31, 2025

(In ₹ Lakhs)

Particulars	Note No	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	2	9,067.61	3,891.61
(b) Capital work-in-progress	3	454.29	1,591.67
(c) Right-to-use Asset	4	431.82	525.00
(d) Financial Assets			
(i) Investments	5	3,000.00	1,699.95
(ii) Others	6	289.61	275.49
(e) Deferred tax Assets (net)	7	57.54	17.37
Current Assets			
(a) Inventories	8	6,003.10	4,581.67
(b) Financial Assets			
(i) Trade Receivables	9	7,108.88	6,410.32
(ii) Cash & Cash Equivalents	10	188.34	10.62
(iii) Bank Balances other than (iii) above	11	577.75	1,217.55
(iv) Others (Int accrued on employee loans & term deposits)	12	70.87	60.01
(c) Current Tax Assets (Net)	13	0.37	2.31
(d) Other Current Assets	14	2,525.47	2,013.74
Total Assets		29,775.65	22,297.33
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	15	4,894.78	4,865.45
(b) Other Equity	16	19,906.38	12,275.94
Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	1,200.00	-
(ii) Lease Liabilities	18	521.87	600.16
(b) Provisions	19	98.01	60.89
(c) Deferred Tax Liability (Net)			
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	910.93	1,150.39
(ii) Trade payables	21	-	442.44
(a) Total outstanding dues of Micro enterprises and small enterprises			
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		192.90	141.34
(iii) Other Financial Liabilities	22	1,677.09	1,651.38
(b) Current Tax Liabilities (Net)	23	85.74	824.33
© Other current liabilities	24	287.95	285.01
Total Equity and Liabilities		29,775.65	22,297.33
Material Accounting Policies	1		

per our report of even date
for GRANDHY & CO
Chartered Accountants
Firm Registration No. 001007S

for and on behalf of **AVANTEL LIMITED**

Sd/-
CA NARESH CHANDRA GELLI
Partner
ICAI Membership No. 201754

Sd/-
A VIDYASAGAR
Chairman & Managing Director
DIN: 00026524

Sd/-
V RAMCHANDER
Director
DIN: 03400005

Place: Hyderabad
Date: April 26, 2025

Sd/-
A SARADA
Whole-Time Director & CFO
DIN: 00026543

Sd/-
D RAJASEKHARA REDDY
Company Secretary
M.No. A61938

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

(In ₹ Lakhs)

Particulars	Note No	Year Ended March 31, 2025	Year Ended March 31, 2024
Income			
i) Revenue From Operations	25	24,848.36	22,391.75
ii) Other Income	26	176.23	130.10
Total Income		25,024.58	22,521.85
Expenses			
i) Cost of materials consumed	27	8,321.82	7,723.32
ii) Changes in inventories of finished goods, work-in-progress and stock-in-trade	28	(1,980.62)	(77.61)
iii) Employee benefits expense	29	5,198.34	3,411.05
iv) Manufacturing Expenses	30	2,002.95	1,468.27
v) Research and Development Expenses	31	366.50	223.17
vi) Selling and Distribution Expenses	32	308.58	368.07
vii) Depreciation and amortization expense	33	1,139.09	706.07
viii) Finance Cost	34	303.52	417.42
ix) Administrative & Other Expenses	35	1,092.83	834.79
Total expenses		16,753.02	15,074.53
Profit/(loss) before exceptional items and tax		8,271.56	7,447.31
Exceptional Items			
Profit Before Tax		8,271.56	7,447.31
Tax Expenses		2,280.01	1,902.22
- Current Tax		2,179.38	1,956.66
- Prior Period Adjustments		142.23	12.32
- Deferred Tax		(41.60)	(66.75)
Profit/(loss) for the period from continuing operations		5,991.55	5,545.09
Profit/(loss) from discontinued operations		-	-
Tax expense of discontinued operations		-	-
Profit/(loss) from discontinued operations after tax		-	-
I Profit/(loss) for the Period		5,991.55	5,545.09
II Other Comprehensive Income			
i) Items that will not be reclassified to profit or loss			
Remeasurment of defined benefit plan		(44.84)	(50.51)
Tax on the above		9.86	13.75
		(34.98)	(36.76)
ii) Items that will be reclassified to profit or loss		-	-
Other Comprehensive Income		(34.98)	(36.76)
III Total Comprehensive Income for the period		5,956.56	5,508.33
IV Earnings per equity share :			
Equity Shares of par value ₹ 2/- each			
(1) Basic (₹)		2.46	2.28
(2) Diluted (₹)		2.45	2.26

per our report of even date
for GRANDHY & CO
Chartered Accountants
Firm Registration No. 001007S

for and on behalf of **AVANTEL LIMITED**

Sd/-
CA NARESH CHANDRA GELLI
Partner
ICAI Membership No. 201754

Sd/-
A VIDYASAGAR
Chairman & Managing Director
DIN: 00026524

Sd/-
V RAMCHANDER
Director
DIN: 03400005

Place: Hyderabad
Date: April 26, 2025

Sd/-
A SARADA
Whole-Time Director & CFO
DIN: 00026543

Sd/-
D RAJASEKHARA REDDY
Company Secretary
M.No. A61938

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flow from operating activities		
Profit before income tax from		
Continuing operations	8,271.56	7,447.31
Discontinued operations	-	-
Profit before income tax including discontinued operations	8,271.56	7,447.31
Adjustments for		
Depreciation and amortization expense	1,139.09	706.07
Gain on disposal of property, plant and equipment	-	-
Written off assets	0.78	7.18
Dividend and interest income classified as investing cash flows	(95.17)	(66.20)
Finance costs	303.52	417.42
Employee Compensation Expenses(ESOP)	1,456.63	607.20
Other Comprehensive Income	(44.84)	(50.51)
	11,031.57	9,068.47
Change in operating assets and liabilities, net of effects from purchase of controlled entities and sale of subsidiary:		
(Increase)/decrease in trade receivables	(698.55)	(2,436.38)
(Increase)/decrease in inventories	(1,421.43)	(163.35)
(Increase)/decrease in other financial assets	(10.86)	(45.07)
(Increase)/decrease in other non-current assets	-	-
(Increase)/decrease in other current assets	(511.73)	74.90
Increase /(decrease) in trade payables	(390.88)	285.14
Increase/(decrease) in provisions	37.12	(1.11)
Increase/(decrease) in other current liabilities	2.94	65.74
Increase/(decrease) in financial liabilities	25.70	1,297.85
Increase/(decrease) in other non current liabilities	-	-
Cash generated from operations	8,063.89	8,146.19
Income taxes paid	(3,054.36)	(1,316.45)
Net cash inflow from operating activities	5,009.53	6,829.74
Cash flows from investing activities		
Payments for property, plant and equipment	(6,262.38)	(2,191.48)
Increase in Capital Work in Progress	1,137.38	(726.08)
Increase in Term deposits	625.68	(1,206.60)
Proceeds from sale of property, plant and equipment	47.09	33.49
Increase in Investments	(1,300.05)	(524.95)
Interest received	95.17	66.20
Net cash outflow from investing activities	(5,657.12)	(4,549.41)

Cash flows from financing activities		
Proceeds from exercise of Employees Stock options		
- Share Capital	29.32	-
- Share Premium	703.80	-
Increase/(decrease) in Non Current borrowings	1,200.00	-
Increase/(decrease) in Current borrowings	(239.46)	(1,639.95)
Interest paid	(233.19)	(371.89)
Payment of lease obligations	(148.62)	(96.14)
Dividends paid to Company's share holders	(486.54)	(162.18)
Net cash inflow (outflow) from financing activities	825.31	(2,270.16)
Net increase/(decrease) in cash and cash equivalents	177.72	10.17
Cash and cash equivalents at the beginning of the financial year	10.62	0.45
Effects of exchange rate changes on cash and cash equivalents	-	-
Cash and cash equivalents at end of the year	188.34	10.62

per our report of even date
for GRANDHY & CO
Chartered Accountants
Firm Registration No. 001007S

for and on behalf of **AVANTEL LIMITED**

Sd/-
CA NARESH CHANDRA GELLI
Partner
ICAI Membership No. 201754

Sd/-
A VIDYASAGAR
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Place: Hyderabad
Date: April 26, 2025

Sd/-
A SARADA
Whole-Time Director & CFO
DIN: 00026543

Sd/-
D RAJASEKHARA REDDY
Company Secretary
M.No. A61938

Standalone Statement of changes in Equity for the period ended 31.03.2025

A. Equity Share Capital

Particulars	As at March 31, 2025		As at March 31, 2024	
	No of Shares	Amount	No of Shares	Amount
		(In ₹ Lakhs)		(In ₹ Lakhs)
Opening Equity Shares	243,269,580	4,865.39	81,089,860	1,621.80
Changes in Equity Share Capital during the year	1,466,240	29.32	162,179,720	3,243.59
Add: Forfeited Shares (Amount originally paid up)		0.06		0.06
Closing balance	244,735,820	4,894.78	243,269,580	4,865.45

B. Other Equity as at March 31, 2025

	Share application money pending allotment	Share Based Payment Reserve	Reserves and Surplus				Total
			General Reserve	Capital Reserve	Security Premium	Retained Earnings	
Balance at the beginning of the reporting period	-	607.20	-	-	0.24	11,668.49	12,275.94
Changes During the Year	-	723.51	-	-	1,436.92	-	2,160.42
Total comprehensive income for the year	-	-	-	-	-	5,956.56	5,956.56
Dividend	-	-	-	-	-	(486.54)	(486.54)
Unamortized premium on forward contract	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-
Any other changes : Capitalisation of Profits by giving Bonus Shares	-	-	-	-	-	-	-
Balance at the end of the reporting period	-	1,330.71	-	-	1,437.16	17,138.52	19,906.38

B. Other Equity as at March 31, 2024		(In ₹ Lakhs)				
	Share application money pending allotment	Share Based Payment Reserve	Reserves and Surplus			
			General Reserve	Capital Reserve	Security Premium	Retained Earnings
						Total
Balance at the beginning of the reporting period	-	-	-	-	0.24	9,565.93
Changes During the Year	-	607.20	-	-	-	607.20
Total comprehensive income for the year	-	-	-	-	-	5,508.33
Dividend	-	-	-	-	-	(162.18)
Unamortized premium on forward contract	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-
Any other changes : Capitalisation of Profits by giving Bonus Shares	-	-	-	-	-	(3,243.59)
Balance at the end of the reporting period	-	607.20	-	-	0.24	11,668.49
						12,275.94

Note 1: NOTES TO STANDALONE FINANCIAL STATEMENTS**COMPANY OVERVIEW AND MATERIAL ACCOUNTING POLICIES:****A. Company Overview**

Avantel Limited is a company engaged in manufacturing of wireless front-end, Satellite Communication, Embedded systems, Signal Processing, Network management and Software development and rendering related customer support services, and having an in-house R&D facility at Visakhapatnam, Andhra Pradesh. The Company is incorporated and domiciled in India and has its registered office at 141, Plot No.47/P, APIIC Industrial Park, Gambheeram(V), Anandapuram (M), Visakhapatnam Andhra Pradesh, India. The Company has been in Bombay Stock Exchange (BSE).

The Standalone Financial Statements are approved by the Board of Directors on April 26, 2025.

B. Basis of Preparation of Financial Statements:

These standalone financial statements are prepared in accordance with Indian Accounting Standard (Ind AS) under the historical cost convention on accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

The accounting policies have been consistently applied, except in cases where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard necessitates a change in the previously used accounting policy. The material accounting policy information used in preparing the audited financial statements has been disclosed below.

C. Basis of Measurement

These Standalone financial statements have been prepared on a historical cost convention and on an accrual basis, except for certain assets and liabilities which have been measured at fair value as per Ind AS. All assets and liabilities are classified into current and non-current generally based on the nature of product/activities of the company and the normal time between acquisition of assets/liabilities and their realization/settlement in cash or cash equivalent. The company has determined its operating cycle as 12 months for the purpose for the purpose of classification of its assets and liabilities as current and non-current.

The Standalone financial statements are presented in Indian Rupees (INR) being the functional currency of the Company.

D. Use of Estimates

The preparation of Standalone financial statements in conformity with Ind AS requires management to make estimates, judgments' and assumptions (including revisions, if any). These estimates, judgments and assumptions affect the application of accounting policies and reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of financial statements and the reported amounts of revenue and expenses during the period.

Appropriate changes in the estimates are made as management becomes aware of changes in circumstances. Changes in the estimates are reflected in the financial statements in the period in which changes are made.

MATERIAL ACCOUNTING POLICIES-**E. Revenue of Recognition:**

The Company earns revenue primarily from manufacturing of wireless front-end, Satellite Communication,

Embedded systems, Signal Processing, Network management and Software development and rendering related customer support services.

Revenue is recognized by the company when the company satisfies a performance obligation by transferring a promised good or service to its customers. Asset/goods/services are considered to be transferred when the customer obtains control of those asset/goods/services.

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Company's activities. Revenue is shown net of GST, returns, rebates and discounts.

Sale of products - (own manufactured). Revenue is recognized when the significant risks and rewards of ownership of the products have passed to the buyer, which is considered to be upon delivery under the contractual terms, and when the amount of revenue can be measured reliably.

Contracts with customers includes subcontractor services or third-party vendor equipment or software in certain integrated services arrangements. In these types of arrangements, revenue from sales of third-party vendor products or services is recorded net of costs when the Company is acting as an agent between the customer and the vendor and gross when the Company is the principal for the transaction. In doing so, the Company first evaluates whether it obtains control of the specified goods or services before they are transferred to the customer. The Company considers whether it is primarily responsible for fulfilling the promise to provide the specified goods or services, inventory risk, pricing discretion and other factors to determine whether it controls the specified goods or services and therefore, is acting as a principal or an agent.

Provisions for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable based on the estimated efforts or costs to complete the contract.

Revenue from time and material and job contracts is recognized on output basis measured by units delivered, efforts expended, number of transactions processed, etc. Revenue related to fixed price maintenance and support services contracts where the Group is standing ready to provide services is recognized based on time elapsed mode and revenue is straight lined over the period of performance.

Interest income is recognized using the effective interest rate method.

F. Property Plant and Equipment:

Property, Plant and Equipment are stated at cost net of GST, if any and subsequently at cost less depreciation and impairment losses if any.

Depreciation on all assets is provided on the "Straight Line Method" over the useful lives of the assets estimated by the Management. Depreciation for assets purchased/sold during the period is proportionately charged. Individual low-cost assets (acquired for Rs. 5,000/- or less) are depreciated at 100 % in the year of acquisition/ purchase.

The Management estimates the useful lives for fixed assets as follows:

- (i) Buildings -- 20 Years
- (ii) Computers -- 3 Years
- (iii) Furniture & Fixtures -- 5 Years
- (iv) Plant & Machinery -- 4 Years
- (v) Vehicles -- 4 Years
- (vi) Leasehold improvements – amortized over the period of lease

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not ready to use before such date

are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

G. Inventories

Inventories are valued at lower of cost or net realizable value.

Basis of determination of cost remain as follows:

- (i) Raw Materials, Packing materials, Stores & Spares: - On FIFO basis.
- (ii) Work-in-process: At cost of inputs plus overheads up to the stage of completion.
- (iii) Finished goods are valued at lower of cost or net realizable value.

H. Impairment:

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets.

As at the end of each Balance Sheet date, the carrying amount of assets is assessed as to whether there is any indication of impairment. If the estimated recoverable amount is found less than its carrying amount, the impairment loss is recognized and assets are written down to their recoverable amount.

I. Foreign Exchange Transactions/Translation

The functional currency of the Company is the Indian rupee. These financial statements are presented in Indian rupees (rounded off to lakhs)

Transactions in foreign currencies are accounted at functional currency, at the exchange rate prevailing on the date of transactions. Gains/losses arising out of the fluctuations in the exchange rate between functional currency and foreign currency are recognized in the Statement of Profit & Loss in the period in which they arise. The fluctuations between foreign currency and functional currency relating to monetary items at the year ending are accounted as gains / losses in the Statement of Profit & Loss.

J. Research and Development

All expenses incurred for Research & Development are charged to revenue as incurred. Capital Expenditure incurred during the year on Research & Development is shown as additions to Fixed Assets.

K. Provisions, Contingent Assets/ Contingent Liabilities

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Show cause notices issued by Government Authorities where the probability of outflow of economic resources is remote are not considered as obligations. When the demands are raised against show-cause notices and are disputed by the company, these are treated as disputed obligations along with other contingent liabilities. Such contingent liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

Warranty Provisions: Provisions for Warranty related costs are recognized when the product is sold or service is provided. Provision is based on historical experience. The estimate of such warranty related costs is revised annually

L. Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

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

As a lessee, the Company determines the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Right-of-use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

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

If modifications or reassessments occur, the lease liability and right of use asset are re-measured. Right of use assets are depreciated over the shorter of the useful life of the asset or the lease term.

M. Income Tax:

Income tax expense represents the sum of current tax payable and deferred tax.

Current Tax: The tax currently payable is based on the current year taxable profit for the year. The current tax is calculated using the tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax: Deferred tax is provided using the Balance Sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that the taxable profits will be available against which those deductible temporary differences can be utilized. Deferred tax is calculated using the tax rates that have been enacted or substantively enacted at the end of the reporting period. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

N. Earnings per Share

The Company presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year, adjusted for own shares held. Diluted earnings per share is determined by adjusting the profit or loss attribute to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

O. Employee benefits:

Defined Contribution Plans: Payments made to a defined contribution plan such as provident Fund are charged as an expense in the Profit and Loss Account as they fall due.

Defined Benefit Plans: Company's liability towards gratuity to past employees is determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past services are recognized on a straight-line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognized immediately in the statement of profit and loss Account as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the Balance Sheet date on Government Securities where the currency and terms of the Government Securities are consistent with the currency and estimate terms of the defined benefit obligations.

P. Financial Instruments:

Non-derivative financial instruments

Non-derivative financial instruments consist of:

- i) financial assets, which include cash and cash equivalents, trade receivables, other advances and eligible current and non-current assets;
- ii) Financial liabilities, which include long and short-term loans and borrowings, trade payables, eligible current and non-current liabilities.

Non derivative financial instruments are recognized initially at fair value including any directly attributable transaction costs. Financial assets are derecognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognized only when the Company has not retained control over the financial asset.

Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

a) Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents include cash in hand, at banks and demand deposits with banks, net of outstanding bank overdrafts, if any, that are repayable on demand and are considered part of the Company's cash management system.

b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Loans and receivables are initially recognized at fair value plus directly attributable transaction costs and subsequently measured at amortized cost, less any impairment losses. Loans and receivables comprise trade receivables and other assets.

The company estimates the un-collectability of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

c) Trade and payable

Liabilities are recognized for amounts to be paid in future for goods or services received, whether billed by the supplier or not.

Q. Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non –cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Notes to accounts for the year ended March 31, 2025

Note: 2 Property, Plant and Equipment

(In ₹ Lakhs)

Particulars	Land	Buildings (Freehold)	Leasehold Buildings	Furniture & Fixtures	Plant & Machinery (Assembly & Testing)	Computers	Office Equipment & Electricals	Vehicles	R & D Equipments	Total
Gross Block as at April 1, 2024	573.53	1,048.50	98.72	231.63	2,626.27	362.67	400.54	223.59	727.65	6,293.11
Additions	994.95	3,382.14	-	76.72	684.11	229.20	529.94	78.19	287.13	6,262.38
(Deduction/ Adjustment) During the year	-	-	-	-	(58.43)	-	-	(26.87)	-	(85.31)
Gross Block as at March 31, 2025	1,568.48	4,430.64	98.72	308.35	3,251.95	591.87	930.48	274.90	1,014.78	12,470.18
Accumulated Depreciation as at April 1, 2024	-	341.80	48.41	99.50	826.45	225.03	177.61	97.88	584.81	2,401.50
Depreciation for the Year	-	57.66	10.58	34.95	584.51	87.22	81.69	48.72	140.57	1,045.91
(Deduction/ Adjustments) During the year	-	-	-	-	(23.01)	-	-	(21.84)	-	(44.84)
Accumulated Depreciation as at March 31, 2025	-	399.45	59.00	134.46	1,387.95	312.26	259.30	124.77	725.38	3,402.57
Net Block as at March 31, 2025	1,568.48	4,031.19	39.73	173.90	1,864.00	279.62	671.17	150.13	289.40	9,067.61

Notes to accounts for the year ended March 31, 2024

Note: 2 Property, Plant and Equipment

(In ₹ Lakhs)

Particulars	Land	Buildings (Freehold)	Leasehold Buildings	Furniture & Fixtures	Plant & Machinery (Assembly & Testing)	Computers	Office Equipment & Electricals	Vehicles	R & D Equipments	Total
Gross Block as at April 1, 2023	573.53	1,048.50	45.74	138.76	1,023.05	241.45	216.71	157.18	712.23	4,157.16
Additions	-	-	52.98	92.87	1,619.59	121.22	183.83	105.57	15.41	2,191.48
(Deduction/ Adjustment) During the year	-	-	-	-	(16.37)	-	-	(39.16)	-	(55.53)
Gross Block as at March 31, 2024	573.53	1,048.50	98.72	231.63	2,626.27	362.67	400.54	223.59	727.65	6,293.11
Accumulated Depreciation as at April 1, 2023	-	284.45	45.74	78.44	547.89	155.70	141.06	90.90	438.20	1,782.38
Depreciation for the Year	-	57.35	2.67	21.07	279.54	69.33	36.55	31.63	146.61	644.74
(Deduction/ Adjustments) During the year	-	-	-	-	(0.97)	-	-	(24.64)	-	(25.62)
Accumulated Depreciation as at March 31, 2024	-	341.80	48.41	99.50	826.45	225.03	177.61	97.88	584.81	2,401.50
Net Block as at March 31, 2024	573.53	706.71	50.31	132.13	1,799.82	137.64	222.93	125.71	142.84	3,891.61

Note: 3. Capital Work-in-Progress

(In ₹ Lakhs)

As at March 31, 2025				As at March 31, 2024		
Particulars						
Capital Work-in-Progress (Construction of Buildings)						
	Project 2	Project 3	Project 4	Project 2	Project 3	Project 4
Capital Work-in-Progress at the beginning of the reporting period	700.82	685.91	204.93	700.82	56.90	107.86
Add: Additions During the year	712.39	1,338.22	194.15	-	629.01	97.07
Less: Capitalised During the year	1,413.21	1,968.92	-	-	-	-
Capital Work-in-Progress (Construction of Buildings)	-	55.20	399.08	700.82	685.91	204.93

Capital Work-in-progress ageing Schedule for the year ending March 31, 2025 & March 31, 2024 (In ₹ Lakhs)

CWIP	Amount in CWIP for a period of				
	Less than 1 Yr.	1-2 Years	2-3 Years	More than 3 Yr.	Total
March 31, 2025					
Projects in Process	249.35	97.07	107.86	-	454.29
Projects Temporarily Suspended	-	-	-	-	-
March 31, 2024					
Projects in Process	726.08	164.76	700.82	-	1,591.67
Projects Temporarily Suspended	-	-	-	-	-

Note: 4. Right-to-use Asset

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Right to Use Lease	525.00	586.34
Less: Depreciation	93.18	61.33
Total	431.82	525.00

Note: 5. Investments in Equity Instruments

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Investments in Subsidiaries at cost		
IMEDS Global Private Limited	3,000.00	1,699.95
2,99,99,999 (P.Y: 1,69,99,499) Equity Shares face value of Rs. 10/- each		
Total	3,000.00	1,699.95
Aggregate amount of un-quoted Investments	3,000.00	1,699.95
Aggregate amount of impairment in value of investment	-	-

Note: 6. Other Financial Assets Non Current

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured (considered good)		
In Margin Money/ Deposit A/c with original maturity of more than one year	289.61	275.49
Deposits	-	-
Total	289.61	275.49

Note:7. Deferred tax Liabilities / (Assets)

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred Tax Liability		
Property, plant and equipment	10.35	(24.85)
Lease Asset	(108.68)	(132.13)
Sub Total	(98.33)	(156.99)
Deferred tax Assets		
Lease Liability	131.34	151.05
Employee benefits	13.25	10.60
Remeasurment of defined benefit plan	11.28	12.71
Sub Total	155.87	174.36
Net Deferred Tax Assets/(Liabilities)	57.54	17.37

Movement in deferred tax balances during the year

(In ₹ Lakhs)

Particulars	Balance As at April 01, 2024	Recognised in profit & loss	Recognised in OCI	Balance As at March 31,2025
Property, plant and equipment	(24.85)	35.20	-	10.35
Employee benefits	10.60	2.65	-	13.25
Lease Liability	151.05	(19.70)	-	131.34
Lease Asset	(132.13)	23.45	-	(108.68)
Remeasurment of defined benefit plan	12.71	-	(1.43)	11.28
Total	17.37	41.60	(1.43)	57.54

Movement in deferred tax balances during the year

(In ₹ Lakhs)

Particulars	Balance As at April 01, 2023	Recognised in profit & loss	Recognised in OCI	Balance As at March 31,2024
Property, plant and equipment	(89.76)	64.91	-	(24.85)
Employee benefits	8.91	1.69	-	10.60
Lease Liability	71.08	79.97	-	151.05
Lease Asset	(52.31)	(79.82)	-	(132.13)
Remeasurment of defined benefit plan	11.67	-	1.04	12.71
Total	(50.42)	66.75	1.04	17.37

Unrecognised Deferred tax assets

Deferred tax assets have not been recognised in respect of the following items

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Deductible temporary differences	-	-
Tax losses	-	-
Total	-	-

Note: 8. Inventories

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Raw Materials		
- Indigenous	1,000.72	1,051.76
- Imported	1,109.66	1,617.81
Work in Progress	3,892.72	1,912.10
Total	6,003.10	4,581.67

Note: 9. Trade Receivables Current

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Trade Receivables Considered Good - Good	7,108.88	6,410.32
b) Trade Receivables which have significant increase in credit risk	-	-
c) Trade Receivables - Credit Impaired	-	-
d) Trade Receivables from related parties	-	-
Less: Allowance for expected credit losses	-	-
Total	7,108.88	6,410.32

Trade Receivable ageing Schedule for the year ending March 31, 2025 & March 31, 2024

(In ₹ Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Yr.	Total
March 31, 2025							
(i) Undisputed Trade Receivable							
- Considered Good	7,018.23	82.89	7.77	-	-	-	7,108.88
(ii) Undisputed Trade Receivable							
- Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivable							
- Credit Impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivable							
- Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivable							
- Which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivable							
- Credit Impaired	-	-	-	-	-	-	-
Total	7,018.23	82.89	7.77	-	-	-	7,108.88

March 31, 2024							
(i) Undisputed Trade Receivable							
- Considered Good	4,903.45	1,504.81	2.07	-	-	-	6,410.32
(ii) Undisputed Trade Receivable							
- Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivable							
- Credit Impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivable							
- Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivable							
- Which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivable							
- Credit Impaired	-	-	-	-	-	-	-
Total	4,903.45	1,504.81	2.07	-	-	-	6,410.32

Note: 10. Cash & Cash Equivalents (In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Cash on hand	0.85	0.73
Cheques, Drafts on hand	-	-
Balances with Banks		
(a) in Current Account	187.49	9.89
(b) in Cash Credit Account	-	-
Total	188.34	10.62

Note: 11. Bank Balances other than above (In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
For Unpaid Dividend	19.44	16.04
As Margin money/under lien	438.31	923.00
In term deposit with original maturity more than 3 months but less than 12 months	120.00	278.52
Total	577.75	1,217.55

Note: 12. Other Financial Assets Current (In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured (considered good)	-	-
Accrued Interest	70.87	60.01
Total	70.87	60.01

Note: 13. Current tax Assets (In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Advance tax (Net)	-	-
TDS and TCS (Net)	0.37	2.31
Total	0.37	2.31

Note: 14. Other Current Assets

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured (considered good)	-	-
Prepaid Expenses	223.71	121.12
Advance to Suppliers	1,070.84	696.19
Other Advances	62.69	139.99
Balances with GST Department	364.60	140.96
Balance with GST credit ledger	803.62	915.48
Total	2,525.47	2,013.74

Note: 15. Equity Shares

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Authorized		
Ordinary shares of par value of Rs. 2/- Number	30,00,00,000	30,00,00,000
Amount ₹ in Lakhs	6,000.00	6,000.00
Issued, subscribed and fully paid		
Ordinary shares of par value of Rs.2/- Number	24,47,35,820	24,32,69,580
Amount ₹ in Lakhs	4,894.72	4,865.39
Add: Forfeited Shares (Amount originally paid up)	0.06	0.06
Total ₹ in Lakhs	4,894.78	4,865.45

Reconciliation of number of shares:

Particulars	As at March 31, 2025	As at March 31, 2024
Opening Equity Shares of par value of Rs.2/-	24,32,69,580	8,10,89,860
Add: -No. of Shares, Share Capital issued/ subscribed during the year	14,66,240	16,21,79,720
Less: Deduction	-	-
Closing balance	24,47,35,820	24,32,69,580

No. of Shares in the company held by shareholder holding more than 5 percent

Name of the Shareholder	As at March 31, 2025		As at March 31, 2024	
	No of Shares @ Rs. 2/-	% of Total Shares	No of Shares @ Rs. 2/-	% of Total Shares
Sri Vidya Sagar Abburi	3,89,92,324	15.93%	4,56,69,724	18.77%
Sri Siddhartha Sagar Abburi	1,90,16,460	7.77%	1,90,16,460	7.82%
Ms. Sailaja Abburi	1,55,05,320	6.34%	1,55,05,320	6.37%
Smt. Sarada Abburi	1,50,74,940	6.16%	1,50,74,940	6.20%

No. of Shares in the company held by Promoters

Name of the Shareholder	As at March 31, 2025		As at March 31, 2024	
	No of Shares @ Rs. 2/-	% of Total Shares	No of Shares @ Rs. 2/-	% of Total Shares
Sri Vidya Sagar Abburi	3,89,92,324	15.93%	4,56,69,724	18.77%
Sri Siddhartha Sagar Abburi	1,90,16,460	7.77%	1,90,16,460	7.82%
Ms. Sailaja Abburi	1,55,05,320	6.34%	1,55,05,320	6.37%
Smt. Sarada Abburi	1,50,74,940	6.16%	1,50,74,940	6.20%
M/s Lakshmee Foundation	36,00,000	1.47%	-	-
Sri Venkateswara Rao Abburi	21,97,200	0.90%	21,97,200	0.90%

During the year, the company has issued 14,66,240 Equity Shares of ₹ 2/- each as fully paid shares to the employees in terms of Avantel Employee Stock Option Plan, 2023.

The Company has one class of share capital, comprising ordinary shares of ₹ 2/- each. Subject to the Company's Articles of Association and applicable law, the Company's ordinary shares confer on the holder the right to receive notice of and vote at general meetings of the Company, the right to receive any surplus assets on a winding-up of the Company, and an entitlement to receive any dividend declared on ordinary shares.

The Company does not have any holding Company.

Note: 16. Other Equity

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Securities Premium Reserve		
Opening balance	0.24	0.24
Add: Current Year Transfer	1,436.92	-
Total	1,437.16	0.24
Share Based Payment Reserve		
Opening balance	607.20	-
Add: Current Year Transfer	723.51	607.20
Total	1,330.71	607.20
Surplus in Profit and Loss account		
Opening balance	11,668.49	9,565.93
Add: Current Year Transfer		
Profit and loss account	5,956.56	5,508.33
Less: Dividend Paid	(486.54)	(162.18)
Less: Capitalisation of Profit	-	(3,243.59)
Total	17,138.52	11,668.49
Total Other Equity	19,906.38	12,275.94

Note: 16(a) Nature and purpose of Reserves**Security Premium:**

Securities Premium has been created consequent to issue of shares at premium. These reserves can be utilised in accordance with Section 52 of the Companies Act, 2013.

Note: 17. Borrowings

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured Loans from Related Parties	1,200.00	-
Total	1,200.00	-

Note: 18. Lease Liabilities

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Lease Liability	521.87	600.16
Total	521.87	600.16

Note: 19. Provisions Non Current

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits	98.01	60.89
Total	98.01	60.89

Note: 20. Borrowings Current

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Term Loans	-	-
(ii) Cash Credits		
(a) From Banks		
-Secured*	910.93	1,150.39
(b) From Other parties	-	-
(iii) Deposits	-	-
Total	910.93	1,150.39

* a) Open Cash Credit from Canara Bank is secured by way of Primary security of hypothecation of Stocks, Book debts and Collateral Security of Plant & Machinery, other fixed assets of the company and Land and Buildings situated at Plot No. 47, Survey No. 141, APIIC Industrial Park, Gambheeram (V), Visakhapatnam and personal guarantee of the Managing Director of the Company and the rate of interest @11.00% p.a.

b) The Carrying amount of Current and Non-current assets pledged as primary and collateral security for current borrowings are disclosed in Note No. 50.

Note: 21. Trade Payable Current

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade Payables Due to Micro and Small Enterprises (MSME)	-	442.44
Trade Payables Due to Others	192.90	141.34
Total	192.90	583.78

(In ₹ Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 Years	2-3 Years	More than 3 Yr.	Total
March 31, 2025						
(i) MSME	-	-	-	-	-	-
(ii) Others	192.90	-	-	-	-	192.90
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
Total	192.90	-	-	-	-	192.90
March 31, 2024						
(I) MSME	442.44	-	-	-	-	442.44
(ii) Others	141.34	-	-	-	-	141.34
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
Total	583.78	-	-	-	-	583.78

Note: 22. Other Financial Liabilities Current

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Liability for Expenses	121.46	38.56
Employees salaries and other payables	743.44	497.37
Unpaid Dividend	19.44	16.04
Advance from Customers	792.74	1,099.42
Total	1,677.09	1,651.38

Note: 23. Provisions Current

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Taxation (Net)	85.74	824.33
Total	85.74	824.33

Note: 24. Other Liabilities Current

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Current		
Statutory dues Payable	287.95	285.01
Total	287.95	285.01

Note: 25. Revenue From Operations

Disclosure in respect of Indian Accounting Standard (Ind AS)-115: "Revenue from Contract with Customers"

A. (i) Contract with Customers

(a) Company has recognized the following revenue during the year from contracts with its customers

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of Products		
Domestic	25,900.68	21,842.93
Export	484.62	1,953.46
Sale of Services		
Domestic	1,105.16	1,179.08
Export	-	64.53
Scrap Sales	40.81	21.56
Less: GST	2,682.91	2,669.82
Total	24,848.36	22,391.75

(b) Company has recognized the Rs Nil as impairment loss against the amount receivables from its customers or contract assets arising due to contract with its customers.

(ii) Contract Balances**(a) Receivables**

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening Balance	6,410.32	3,973.95
Addition/deduction during the year	698.54	2,436.38
Closing Balance	7,108.87	6,410.32

(b) Contract Assets

Company recognized contract assets when it satisfies its obligation by transferring the goods or services to the customer and right to receive the consideration is established which is subject to some conditions to be fulfilled by the company in future before receipt of consideration amount. Such assets are ₹ Nil.

During the year company has recognized revenue of ₹ Nil (P.Y. ₹ Nil) from the performance obligations satisfied in earlier periods.

The company has made the adjustment of ₹ Nil (P.Y. ₹ Nil) in the revenue of ₹ 24,848.36 Lakhs (P.Y. ₹ 22,391.75 Lakhs) recognized during the year on account of discounts, rebates, refunds, credits, price concessions, incentives performance bonuses etc as against the contracted revenue of ₹ 24,848.36 (P.Y. ₹ 22,391.75 Lakhs).

(c) Contract Liabilities

Upon execution of contract with the customers, certain amount in the form of EMD, Security Deposit, Margin Money, advance for payment of custom duty etc. received from the customers which is shown as advance received from customers under the heading "Other Financial Liabilities" and "Other Liabilities". The balances are ₹792.74 Lakhs

(d) Practical expedients

During the year company has entered into sales contracts with its customers where contracts are not executed, same has not been disclosed as practical expedient as the duration of the contract is less than one year or right to receive the consideration established on completion of the performance by the company.

B. Significant judgements in the application of this standard

- (i) Revenue is recognized by the company when the company satisfies a performance obligation by transferring a promised good or service to its customers. Asset/goods/services are considered to be transferred when the customer obtains control of those asset/goods/services.
- (ii) The company considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (for example, GST etc.).
- (iii) The consideration promised in a contract with a customer may include fixed amounts, variable amounts, or both. Any further adjustment will be made by raising debit/credit notes on the customer. While determining the transaction price effects of variable consideration, constraining estimates of variable consideration, the existence of a significant financing component in the contract, non-cash consideration and consideration payable to a customer is also considered.

C. Assets Recognised from costs to obtain or fulfill a contract with a customer

The costs incurred by the company are fixed in nature with no significant incremental cost to obtain or fulfill a contract with a customer and same is charged to profit and loss as a practical expedient.

Note: 26. Other Income

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income	95.17	66.20
Miscellaneous Receipts	24.30	7.52
Fluctuation In Foreign Currency	56.77	56.38
Total	176.23	130.10

Note: 27. Cost of Materials Consumed

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cost of materials consumed		
Indigenous		
Indigenous(Opening Stock)	1,041.58	1,345.46
Purchase	3,914.45	3,667.44
Sub Total	4,956.03	5,012.90
Indigenous(Closing Stock)	(977.35)	(1,041.58)
Cost of Raw Materials Consumed	3,978.68	3,971.32
Imported		
Imported(Opening Stock)	1,615.14	1,192.67
Purchase	3,829.06	4,174.47
Sub Total	5,444.20	5,367.14
Imported(Closing Stock)	(1,101.06)	(1,615.14)
Cost of Raw Materials Consumed	4,343.14	3,752.00
TOTAL	8,321.82	7,723.32

Note: 28. Changes in Inventory

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Changes in inventories of finished goods and work-in-progress		
Opening Balance	1,912.10	1,834.49
Closing Balance	(3,892.72)	(1,912.10)
Net (Increase) /Decrease	(1,980.62)	(77.61)

Note: 29. Employees Benefit Expenses

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries and wages	2,561.23	1,935.01
Directors Remuneration	840.39	581.90
Bonus	7.10	10.08
Leave Encashment, Exgratia & Gratuity	78.20	53.10
Training & Recruitment	45.85	39.75
Contribution to P.F. and other Funds	51.44	44.75
Staff welfare Expenses	157.50	139.26
Employee Compensation Expenses (ESOP)	1,456.63	607.20
TOTAL	5,198.34	3,411.05

Note: 30. Manufacturing Expenses

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Job work Charges	276.17	441.00
Power and fuel	226.17	150.39
Consumption of stores and spare parts	124.41	41.31
Freight Inwards	48.93	38.30
Repairs & Maintenance - Plant & Machinery	176.48	135.33
Testing Charges	71.61	98.22
Installation & Commissioning Charges	127.00	74.82
Man power hire charges	735.78	417.68
Travelling	56.00	47.13
Other Manufacturing Expenses	160.39	24.09
TOTAL	2,002.95	1,468.27

Note: 31. Research and Development Expenses

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cost of materials consumed	22.36	55.12
Salaries	311.92	135.80
Repairs & Maintenance	3.62	3.47
Professional & Consultancy Charges	28.50	28.77
Job Work & Other Expenses	0.10	0.02
TOTAL	366.50	223.17

Note: 32. Selling and Distribution Expenses

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Freight Outwards	48.50	48.41
Packing Materials	44.80	33.60
Business Promotion	15.00	19.42
Travelling Expenses	41.13	55.30
Warranty Expenses	12.08	0.43
Customer Support Expenses	131.02	152.49
Insurance	4.79	3.40
Marketing Support Expenses	11.26	55.01
TOTAL	308.58	368.07

Note: 33. Depreciation And Amortization Expenses

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation / Amortization for the year		
Depreciation on PPE	1,045.91	644.74
Depreciation on Right-to-use Assets	93.18	61.33
TOTAL	1,139.09	706.07

Note: 34. Finance Cost

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest Expenses	93.72	282.50
Bank Charges	139.47	89.39
Interest on Lease Liability	70.33	45.53
TOTAL	303.52	417.42

Note: 35. Administrative & Other Expenses

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Repairs & Maintenance		
Plant & Machinery and Others	6.68	7.22
Vehicles	36.88	27.41
Computers	16.47	7.53
Buildings	201.51	201.56
Rent, Fees, Taxes & Licenses	217.06	110.60
Insurance	10.84	7.20
Couriers, Telephones and others	26.11	19.90
Printing & Stationery	7.75	11.62
Payment to Auditors	6.74	4.00
Professional & Consultancy Charges	93.97	25.53
Travelling & Conveyance	29.06	18.42
Secretarial Expenses	62.99	79.47
Watch & Ward	67.95	35.55
Sitting Fee	14.00	9.40
Bad Debts written off	0.78	7.18
Office Maintenance	50.99	43.08
Donations	142.14	105.15
CSR Expenses	92.00	54.40
Miscellaneous Expenses	8.89	59.55
TOTAL	1,092.83	834.79

(i) Amount paid to auditors'

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
As Auditor	4.00	4.00
For Taxation Matters/Tax Audit	-	-
For Other Services	2.74	-
For Reimbursement of Expenses	-	-
TOTAL	6.74	4.00

Note: 36. Income Tax

A reconciliation of the Income Tax provision to the amount computed by applying the statutory income tax rate to the net profit before tax is summarized as follows:

	(In ₹ Lakhs)	
Particulars	As at March 31, 2025	As at March 31, 2024
Profit before tax	8,271.56	7,447.31
Enacted Tax rates for the financial year	25.17%	25.17%
Expected tax expense (A)	2,179.38	1,956.66
Tax effect on allowable items (B)	(11.28)	(12.71)
Tax effect on disallowable items ©	-	-
Tax on incomes chargeable under other heads (D)	-	-
Provision for income tax for the current year (A+B+C+D)	2,168.10	1,943.95
Interest on income tax for the year	-	-
Current tax for the year	2,168.10	1,943.95
Tax credits allowable	-	-
Deferred tax for the year	(40.17)	(67.79)
Tax expense of earlier years adjusted	142.23	12.32
Net tax expense for the year	2,270.16	1,888.47

Note: 37. Employee Benefits

(In ₹ Lakhs)

- a) **Provident Fund:** Company pays fixed contribution to provident fund at predetermined rates to the government authorities. The contribution of ₹ 55.81 Lakhs (Previous year ₹ 46.53 Lakhs) including administrative charges is recognized as expense and is charged in the Statement of Profit and Loss. The obligation of the Company is to make such fixed contribution and to ensure a minimum rate of return as specified by GOI to the members. The overall interest earnings and cumulative surplus is more than the statutory interest payment requirement during the year.
- b) **Leave Encashment:** The company accumulates of compensated absences by certain categories of its employees for one year. These employees receive cash in lieu thereof as per the Company's policy. The company recognises expenditure on payment basis.
- c) **Gratuity:** Gratuity is a funded Defined Benefit Plan payable to the qualifying employees on superannuation. It is managed by a 'Life Assurance Scheme' of the Life Insurance Corporation of India and the company makes contributions to the Life Insurance Corporation of India (LIC).

Company makes annual contribution to the Fund based on the present value of the Defined Benefit obligation and the related current service costs which are measured on actuarial valuation carried out as on Balance Sheet date. The liability has been assessed using Projected Unit Credit (PUC) Actuarial Cost Method.

Reconciliation of opening and closing balances of the present value of the defined benefit obligation as at the year ended March 31, 2025 are as follows:

(In ₹ Lakhs)

I. Change in Defined Benefit obligation :	As at March 31, 2025	As at March 31, 2024
Defined Benefit obligation as at the beginning	352.28	259.81
Interest Cost	24.43	19.42
Current Service Cost	41.60	29.53
Benefits paid from planned assets	(28.89)	(1.87)
Remeasurements - due to Demographic Assumptions	(21.26)	-
Remeasurements - due to Financial Assumptions	52.00	8.22
Remeasurements - due to Experience Assumptions	10.95	37.17
Defined Benefit obligation as at the end	431.09	352.28

(In ₹ Lakhs)

II. Change in Fair value of plan assets	As at March 31, 2025	As at March 31, 2024
Fair value of Plan Assets at the beginning	281.36	189.10
Interest Income	21.11	17.19
Employer Contributions	50.00	82.06
Benefits paid from planned assets	(28.89)	(1.87)
Remeasurements - Return on Assets (Excluding Interest)	(3.16)	(5.12)
Fair value of planned assets at the end	320.42	281.36
III. Components of Defined Benefit Cost:	As at March 31, 2025	As at March 31, 2024
Current Service Cost	41.60	29.53
Total Net Interest cost	3.32	2.23
Defined Benefit Cost Included in Profit & Loss	44.92	31.75
Remeasurements - due to Demographic Assumptions	(21.26)	-
Remeasurements - due to Financial Assumptions	52.00	8.22
Remeasurements - due to Experience Assumptions	10.95	37.17
Remeasurements - Return on Assets (Excluding Interest)	3.16	5.12
Total Remeasurements in OCI	44.84	50.51
Total Defined Benefit Cost recognized in Profit & Loss and OCI	89.76	82.27
IV. Amounts recognized in the Statement of Financial Position	As at March 31, 2025	As at March 31, 2024
Defined benefit Obligation	431.09	352.28
Fair value of Plan Assets	320.42	281.36
Funded Status	110.68	70.92
Net Defined Benefit Liability/(Asset)	110.68	70.92
Of which Short Term Liability	42.50	57.33
V. Net Defined Benefit Liability /(Asset) Reconciliation	As at March 31, 2025	As at March 31, 2024
Net Defined Benefit Liability/(Asset) at the beginning	70.92	70.71
Defined Benefit Cost Included in Profit & Loss	44.92	31.75
Total Remeasurement included in OCI	44.84	50.51
Employer Contributions	(50.00)	(82.06)
Credit to Reimbursements/Expenses Adjustment	-	-
Net Defined Benefit Liability/(Asset) at the end	110.68	70.92
VI. Principal Assumptions	As at March 31, 2025	As at March 31, 2024
Discounting Rate	7.02%	7.23%
Salary Escalation Rate	4.00%	3.00%

The estimates of future salary increase considered in actuarial valuation, have been factored in inflation, seniority, promotion and other relevant factors.

Note: 38. Related Party Disclosures:

(In ₹ Lakhs)

List of Related Parties In accordance with the provisions of Ind AS 24 "Related Party Disclosures" and the Companies Act, 2013, Subsidiary company, Company's Directors, Members of the Company's Management Council and company secretary are considered as Key Management Personnel. List of Key Management personnel of the company is as follows:

A. List of Subsidiaries:**Imeds Global Private Limited****Wholly owned Subsidiary****B. Key Management Personnel**

- i) Dr. Abburi Vidyasagar
- ii) Mrs. Abburi Sarada
- iii) Mr. Abburi Siddhartha Sagar
- iv) Mr. D Rajasekhara Reddy

Chairman & Managing Director
Wholetime Director & CFO
Wholetime Director
Company Secretary

C. Relative of Key Management Personnel**NIL****D. Entities under same Management:**

Wiki Kids Private Limited
Lakshmee Foundation
Vimta Labs

Same Directors
Controlled Trust
Same Directors

E. Transaction with Related Parties

Particulars	Nature of Transaction	2024-2025	2023-2024
a) Key Managerial Personnel:			
Dr. Abburi Vidyasagar	Remuneration	36.00	36.00
Dr. Abburi Vidyasagar	Commisson on Profits	272.01	239.36
Dr. Abburi Vidyasagar	Unsecured Loan received	1,200.00	-
Mrs. Abburi Sarada	Remuneration	18.00	18.00
Mrs. Abburi Sarada	Commisson on Profits	272.01	239.36
Mrs. Abburi Sarada	Rent	13.03	12.41
Mr. Abburi Siddhartha Sagar	Remuneration	48.00	36.77
Mr. Abburi Siddhartha Sagar	Commisson on Profits	181.34	-
Mr. D Rajasekhara Reddy	Salary	15.78	11.67
b) Non-Whole time Directors:			
Mr. Yalamanchili Kishore	Sitting Fee	1.00	2.10
Mr. Naveen Nandigam	Sitting Fee	1.00	2.10
Mr. E Bala Venkata Ramana Gupta	Sitting Fee	-	1.40
Mr. Myneni Narayana Rao	Sitting Fee	3.75	2.00
Mr. V Ramachander	Sitting Fee	4.00	1.80
Mr. Dr. Ajit T Kalghatgi	Sitting Fee	4.25	-
c) Transactions with Subsidiaries:			
Imeds Global Private Limited	Equity Investment	1,300.05	524.95
Imeds Global Private Limited	Rent Received	7.76	1.18
Imeds Global Private Limited	Sale of Capital Equipment	45.98	-
d) Transactions with other Entities:			
Wiki Kids Private Limited	Rent Received	7.08	2.36
Wiki Kids Private Limited	Marketing Services	4.90	-
Wiki Kids Private Limited	Sale of Capital Equipment	6.40	-
Lakshmee Foundation	CSR Funds	92.00	54.40
Lakshmee Foundation	Donation	130.00	95.60
Vimta Labs	Testing Charges	39.80	-

Note: 39. Earnings per Share:

(In ₹ Lakhs)

Particulars		2024-2025	2023-2024
Profit/ (Loss) after Tax		5,991.55	5,545.09
The weighted average number of ordinary shares for			
Basic EPS	Nos	24,36,45,685	24,32,69,580
Diluted EPS	Nos	24,50,46,221	24,51,97,557
The nominal value per Ordinary Share	In ₹	2.00	2.00
Earnings per Share			
Basic	In ₹	2.46	2.28
Diluted	In ₹	2.45	2.26

Note: The company has allotted 14,12,270 equity shares on 26th December, 2024, 44,390 equity shares on 27th January, 2025 and 9580 equity shares on 26th February, 2025 under Avantel Employee Stock Option Plan 2023 (ESOP - 2023).

Note: 40. Employee stock option plans (ESOP)

The Company instituted Avantel Employees Stock Option Plan-2023 (hereinafter referred to as "Avantel 2023 Plan") for all eligible employees pursuant to a resolution approved by the shareholders in the Extra-ordinary General Meeting held on November 11, 2023. The Nomination, Governance and Compensation Committee of the Board of the parent company (the "Committee") administers the Avantel 2023 Plan and grants stock options to eligible employees. The Committee determines which eligible employees will receive options, the number of options to be granted, the exercise price, the vesting period and the exercise period. The vesting period is determined for all options issued on the date of grant. Participation in the plan is at the board's discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

The company has established Avantel 2023 Plan with 45,00,000 equity shares.

The exercise price of the options is INR 50 per share. The fair value of the share options is estimated at the grant date using a Black-Scholes Method, taking into account the terms and conditions upon which the share options were granted. However, the above performance condition is only considered in determining the number of instruments that will ultimately vest.

The carrying amount of the liability at 31 March 2025 was ₹ 1,330.71 lakhs (31 March 2024: ₹ 607.20 Lakhs).

The expense recognised for employee services received during the year is shown in the following table:

(In ₹ Lakhs)

Particulars	31-Mar-25	31-Mar-24
Expense arising from equity-settled share-based payment transactions	723.51	607.20
Total expense arising from share-based payment transactions	723.51	607.20

There were no cancellations or modifications to the awards in year ending 31 March 2025 or 31 March 2024.

Movements during the year

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year

(In ₹ Lakhs)

Particulars	31-Mar-25	31-Mar-24
Options outstanding at the beginning of the year	38,95,300	-
Granted during the year	76,000	38,95,300
Forfeited during the year	-	-
Exercised during the year	14,66,240	-
Expired during the year	-	-
Options outstanding at the end of the year	25,05,060	38,95,300
Exercisable at 31 March	25,05,060	

During the year a reserve was made towards outstanding of ESOPs and Share based payment expenses for the year ended 31 March 2025 of ₹ 1330.71 lakhs (31 March 2024 - ₹ 607.20 Lakhs).

The Weighted average grant date fair value of the options granted during the years ended 31 March 2025 was ₹ 127.00 per option.

The weighted average share price at the date of exercise of options exercised during the years ended 31 March 2025 was ₹ 155.76 (31 March 2024 – ₹ NIL) per share, respectively.

The aggregate intrinsic value of options exercised during the years ended 31 March 2025 and 31 March 2024 was ₹ NIL and ₹ NIL, respectively.

The following tables list the inputs to the models used for the three plans for the years ended 31 March 2025 and 31 March 2024, respectively:

(In ₹ Lakhs)

Particulars	31-Mar-25	31-Mar-24
Weighted average fair values at the measurement date	₹ 127.00	₹ 127.00
Dividend yield (%)	-	-
Expected Annualized Volatility (%)	56.87	56.87
Risk-free interest rate (%)	7.10	7.10
Expected life of share options(years)	6.00	6.00
Weighted average share price (INR)	50.00	50.00
Model used	Black-Scholes Method	Black-Scholes Method

Note: 41. Contingent liabilities and commitments
(to the extent not provided for)

(In ₹ Lakhs)

Particulars	2024-2025	2023-2024
Contingent liabilities		
Claims against the company not acknowledged as debt		
a) Claims against the company/disputed liabilities		
Income Tax	219.05	219.05
b) Guarantees		
Bank Guarantee	3,942.08	3,239.43
Total	4,161.13	3,458.48

Note: 42. Segmental Reporting :

- * The entire operations of the company relate to only one segment viz., Electronics & Communication and hence segmental reporting is not given.

Note: 43. Financial Instruments- Fair Values and Risk Management
a) Financial Instruments by Categories

The following tables show the carrying amounts and fair values of financial assets and financial liabilities by categories. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Amount in ₹ Lakhs as of March 31, 2025

Particulars	Cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Cash & Cash Equivalents	188.34	-	-	188.34	188.34
Trade Receivable	7,108.88	-	-	7,108.88	7,108.88
Deposits	847.92	-	-	847.92	847.92
Other Financial Assets	90.32	-	-	90.32	90.32
Liabilities:				-	-
Trade Payable	192.90	-	-	192.90	192.90
Borrowings	910.93	-	-	910.93	910.93
Other Financial Liabilities	1,677.09	-	-	1,677.09	1,677.09

Amount in ₹ Lakhs as of March 31, 2024

Particulars	Cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Cash & Cash Equivalents	10.62	-	-	10.62	10.62
Trade Receivable	6,410.32	-	-	6,410.32	6,410.32
Deposits	1,477.00	-	-	1,477.00	1,477.00
Other Financial Assets	76.05	-	-	76.05	76.05
Liabilities:				-	-
Trade Payable	583.78	-	-	583.78	583.78
Borrowings	1,150.39	-	-	1,150.39	1,150.39
Other Financial Liabilities	1,651.38	-	-	1,651.38	1,651.38

Fair Value Hierarchy Management considers that, the carrying amount of those financial assets and financial liabilities that are not subsequently measured at fair value in the Financial Statements approximate their transaction value. No financial instruments are recognized and measured at fair value for which fair values are determined using the judgements and estimates. The fair value of Financial Instruments referred below has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities. (Level-1 measurements) and lowest priority to unobservable (Level-3 measurements).

The Company does not hold any equity investment and no financial instruments hence the disclosure are nil

Financial Risk Management:

The Company's activities expose to a variety of financial risks viz., market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is credit risk and liquidity risk. The Company's exposure to credit risk is influenced mainly by Government Orders.

Management of Market Risk:

Market risks comprises of Price risk and Interest rate risk. The Company does not designate any fixed rate financial assets as fair value through Profit and Loss nor at fair value through OCI. Therefore, the Company is not exposed to any interest rate risk. Similarly, the Company does not have any Financial Instrument which is exposed to change in price.

Foreign Currency Risks:

The Company is exposed to foreign exchange risk arising from various Currency exposures primarily with respect to the US Dollars (USD), for the imports being made by the Company.

The Company exposure to foreign currency risk as at the end of the reporting period expressed in INR as on March 31, 2025 & March 31, 2024 is as follows:

Particulars	USD	EURO	USD	EURO
Financial Assets:	As at March 31, 2025		As at March 31, 2024	
Cash & Cash Equivalents	-	-	-	-
Trade Receivable	-	69,095	23,700	79,431
Deposits	-	-	-	-
Other Financial Assets	-	-	-	-
Financial Liabilities:	-	-	-	-
Trade Payable	2,00,011	-	1,66,283	-
Borrowings	-	-	-	-
Other Financial Liabilities	-	-	-	-

Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer fails to meet its contractual obligations. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. The company operations are with Government and allied companies and hence no issues credit worthiness. The company considers that, all the financial assets that are not impaired and past due as on each reporting dates under review are considered credit worthy.

Credit risk exposure

An analysis of age-wise trade receivables at each reporting date is summarized as follows:

For the year ended March 31, 2025

(In ₹ Lakhs)

Particulars	Gross Carrying Amount	Less than one year	More than one year	More than two year	More than three year
Gross Carrying Amount	7,108.88	7,108.88	-	-	-
Expected Credit loss	-	-	-	-	-
Carrying amount (net of impairment)	7,108.88	7,108.88	-	-	-

For the year ended March 31, 2024

(In ₹ Lakhs)

Particulars	Gross Carrying Amount	Less than one year	More than one year	More than two year	More than three year
Gross Carrying Amount	6,410.32	6,410.32	-	-	-
Expected Credit loss	-	-	-	-	-
Carrying amount (net of impairment)	6,410.32	6,410.32	-	-	-

Liquidity Risk:

The company's liquidity needs are monitored on the basis of monthly projections. The principal sources of liquidity are cash and cash equivalents, cash generated from operations and availability of cash credit and overdraft facilities to meet the obligations as and when due. Short term liquidity requirements consist mainly of sundry creditors, expenses payable and employee dues during the normal course of business. The company maintains sufficient balance in cash and cash equivalents and working capital facilities to meet the short term liquidity requirements.

The company assesses long term liquidity requirements on a periodical basis and manages them through internal accruals and committed credit lines.

The following table shows the maturity analysis of the Companies Financial Liabilities based on contractually agreed, undiscounted cash flows as at the balance sheet date.

(In ₹ Lakhs)

Particulars	Gross Carrying Amount	Less than one year	More than one year	More than two year	More than three year
As on March 31 2025					
Trade Payables	192.90	192.90	-	-	-
Other Financial liabilities	1,677.09	1,677.09	-	-	-
As on March 31 2024					
Trade Payables	583.78	583.78	-	-	-
Other Financial liabilities	1,651.38	1,651.38	-	-	-

Note: 44. Capital Management

The objective of the company when managing capital are to

- to safeguard the company's ability to continue as going concern, So that they can continue to provide returns for the Share holder and benefits for other stake holders.
- maintain optimal capital structure to reduce cost of capital

Dividends		(In ₹ Lakhs)	
Particulars	2024-2025	2023-2024	
(i) Final Dividend on Equity Shares			
Final Dividend for the year March 31 2024 ₹ 0.20 per share (March 31 2023 ₹ 1/-) per share of ₹ 2/- each	486.54	162.18	
(ii) Dividends not recognised at the end of the reporting period			
The directors recommend for the payment of ₹ 0.20 per equity share of ₹ 2/- each for the year March 31, 2025 (March 31 2024 ₹ 0.20 per share of ₹ 2/- each), The proposed dividend is subject to the approval of Share holders in the general meeting.	489.47	486.54	

Note: 45. Consumption Of Raw Materials: (In ₹ Lakhs)

Raw Material	2024-2025		2023-2024	
	%	(₹ in Lakhs)	%	(₹ in Lakhs)
Indigenous	47.81	3,978.68	51.42	3,971.32
Imported	52.19	4,343.14	48.58	3,752.00
TOTAL	100.00	8,321.82	100.00	7,723.32

Note: 46. Value of Imports (Calculated in CIF Value): (In ₹ Lakhs)

Particulars	2024-2025	2023-2024
Materials	3,964.27	4,157.84
Capital Equipment	15.89	170.91
Total	3,980.16	4,328.75

Note: 47. Expenditure in Foreign Currency: (In ₹ Lakhs)

Particulars	2024-2025	2023-2024
Purchases (Imports)	3,984.99	4,177.52
Foreign Travel	18.38	46.75
Total	4,003.37	4,224.26

Note: 48. The disclosure relating to transactions with Micro, Small and Medium Enterprises

Sundry Creditors includes ₹ Nil (previous year ₹ 442.44) due to Small Scale & Ancillary undertakings. There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days at the Balance Sheet date. The above information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Note: 49. Corporate Social Responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceeding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, healthcare and women empowerment has been formed by the Company as per the Act. The funds were primarily allocated to a corpus and utilised through the year on these activities which are specified in schedule VII of the Companies Act, 2013.

The amount of expenditure to be spent on CSR activities and financial details as per the Companies Act, 2013 for the F.Y 2024-25 & 2023-24 are as under:

(In ₹ Lakhs)

Particulars	2024-2025	2023-2024
Aggregate net profits of last three financial years as per Section 198 of the Companies Act, 2013	13,699.58	8,145.11
Average of net profits	4,566.53	2,715.04
(i) Amount required to be spent by the Company during the year	91.33	54.30
(ii) Amount spent towards CSR Activities	92.00	54.40
(iii) Shortfall at the end of the year	-	-
(iv) Reasons for Short fall	Not Applicable	
(v) Nature of CSR Activities Eradication of hunger and malnutrition, Promoting Education, Healthcare, Women empowerment.		
(vi) Details of related party transactions	92.00	54.40

As per Paragraph 17(b) of the Guidance Note on CSR issued by ICAI, the details of expenditure incurred by the Company on CSR activities are as follows:

Particulars	In Cash	Yet to be paid in Cash	Total
Construction/Acquisition of asset	-	-	-
Other than (i) above:	-	-	-

Note 50. Assets Pledged as Security:

The Carrying amount of assets pledged as security for current borrowings:

(In ₹ Lakhs)

Particulars	2024-2025	2023-2024
Current:		
Financial Assets:		
First Charge (Primary Security)		
Trade Receivable	7,108.88	6,410.32
Non-Financial Assets:		
Inventories	6,003.10	4,581.67
Total Current Assets Pledged as Primary Security	13,111.97	10,991.99
Non-Current Assets (Collateral Security)		
Land	105.23	105.23
Plant & Machinery	1,347.66	1,787.66
Other Fixed Assets	1,114.74	1,115.82
Total Non-Current Assets Pledged as Collateral Security	2,567.63	3,008.71
Total Assets Pledged as Primary & Collateral Security	15,679.60	14,000.70

Note No. 51. Analytical Ratios

Ratio	Numerator	Denominator	Current Year March 31, 2025	Previous Year March 31, 2024	Variance	Reasons
Current ratio (in times)	Total current Assets	Total current liabilities	5.22	3.18	64%	
Debt-equity ratio (in times)	Long term liabilities + short term borrowings	Total equity	0.09	0.07	27%	The company borrowed unsecured loans
Debt service coverage ratio (in times)	Earnings before debt service = Net profit after taxes + non cash operating expenses + Interest + Other non cash adjustments	Debt service = Interest + principle repayments	45.32	20.33	123%	Due to ESOP and Depreciation Expenditure has gone up.
Return on equity ratio (in %)	Profit for the year	Average total equity	28.57%	39.15%	-27.02%	Due to ESOP and Depreciation Expenditure has gone up.
Inventory turnover ratio (in times)	Revenue from operations	Average total inventory	4.70	4.98	-0.06	
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	3.68	4.31	-0.15	
Trade payables turnover ratio (in times)	Raw material purchases + Fuel purchase + Other expenses	Average trade payables	19.94	17.77	0.12	
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (ie., Total current assets less Total current liabilities)	1.87	2.28	-0.18	-
Net profit ratio (in %)	Profit for the year	Revenue from operations	24.11%	24.76%	-2.63%	-
Return on capital employed (in %)	Earning before tax and finance cost	Capital employed = Net worth + Deferred tax liabilities	27.62%	36.46%	-24.23%	Due to ESOP and Depreciation Expenditure has gone up.
Return on Investment	Inome generated from invested funds	Average invested funds in treasury investmens	-	-	-	NIL returns as the subsidiary did not commence commercial Operations at its full capacity

Note: 52.

The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

Note: 53.

The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

Note: 54.

The Company has not given any Loans or Advances in the nature of Loans to specified persons that are Repayable on Demand or without specifying any terms or period of repayment.

Note: 55.

The Company does not have transactions with Companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year.

Note: 56.

During the year there are no events occurring after the balance sheet date.

Note: 57.

During the year there are no prior period items.

Note: 58.

The company's accounting software has audit trail functionality (edit log). This feature remained operational throughout the year, capturing a chronological record of all relevant transactions processed within the software.

per our report of even date
for GRANDHY & CO
Chartered Accountants
Firm Registration No. 001007S

for and on behalf of **AVANTEL LIMITED**

Sd/-
CA NARESH CHANDRA GELLI
Partner
ICAI Membership No. 201754

Sd/-
A VIDYASAGAR
Chairman & Managing Director
DIN: 00026524

Sd/-
V RAMCHANDER
Director
DIN: 03400005

Place: Hyderabad
Date: April 26, 2025

Sd/-
A SARADA
Whole-Time Director & CFO
DIN: 00026543

Sd/-
D RAJASEKHARA REDDY
Company Secretary
M.No. A61938

Independent Auditor's Report

To the Members of Avantel Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of **M/s. Avantel Limited** (hereinafter referred to as “the Holding Company”) and its subsidiary IMEDS Global Private Limited (the Holding Company and its subsidiary together referred to as “the Group”), which comprise the Consolidated Balance Sheet as at 31st March, 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended, and notes to the Consolidated Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the Consolidated Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 (“the Act”), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2025, of its consolidated profit (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (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 Group, in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significant in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
Fair value assessment of trade receivables Trade receivables comprise a significant portion of the liquid assets of the Company. The trade receivables are mostly dues receivable from Government and allied Government agencies hence not impaired.	<u>Principal Audit Procedures</u> We assessed the validity of material long outstanding receivables which are Nil by reviewing the customer ledger during current year. We also considered payments received subsequent to year-end, and unusual patterns if any were reviewed to identify potentially impaired balances. The assessment of the appropriateness of the allowance for trade receivables comprised a variety of audit procedures across the Group including:

Key Audit Matter	Auditor's Response
There was no provision made on the trade receivable in the previous year. The most significant portion of the trade receivables less than one year comprises which are dues from Government and Government agencies hence not impaired. Accordingly, the estimation of the allowance for trade receivables is a significant judgment area and is therefore considered a key audit matter.	• Challenging the appropriateness and reasonableness of the assumptions applied in the directors' assessment of the receivables allowance; • Consideration and concurrence of the agreed payment terms; • Verification of receipts from trade receivables subsequent to year-end; and • Considered the completeness and accuracy of the disclosures. To address the risk of management bias, we evaluated the results of our procedures against audit procedures on other key balances to assess whether or not there was an indication of bias. We were satisfied that the Company's trade receivables are fairly valued and no provision is deemed to be required against these receivables.
Revenue recognition The Company applies judgment to determine whether each goods, software product or services promised to a customer are capable of being distinct, and are distinct in the context of the contract, if not, the promised goods, software product or services are combined and accounted as a single performance obligation. The Company allocates the arrangement consideration to separately identifiable performance obligation deliverables based on their selling price determined in contract. The accuracy and of revenue amounts recorded is an inherent industry risk Disclosures relating revenue recognition are in Note 24.	<u>Principal Audit Procedures</u> Our audit procedures in respect of this area included: We evaluated the effectiveness of key controls over the capture and measurement of revenue transactions across all material revenue streams Testing controls over software product sales including: – documentation evidencing internal and third party physical inspection and confirmation of complete status; We evaluated the adequacy of the disclosures included in Note 24.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's Annual Report but does not include the Consolidated Financial Statements, Standalone 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 identified above when it becomes available and, in doing so, consider whether the other information is

materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

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

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with reference to the preparation and presentation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, Consolidated Financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

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

The respective Boards of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to Consolidated Financial Statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability of the group 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our 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.

Other matters

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act based on our audit, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
 - (b) In our opinion, proper books of account as required by law relating to the preparation of the aforesaid

Consolidated Financial Statements have been kept so far as it appears from our examination of those books.

- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss(including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of the preparation of the Consolidated Financial Statements.
- (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2025 taken on record by the Board of Directors of the Holding Company and its subsidiary, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- (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 Company and its 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) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company and its subsidiary, which is incorporated in India to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (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, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 40 to the Consolidated Financial Statements;
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There is no amount required to be transferred to the Investor Education and Protection Fund by the Holding Company and subsidiary company incorporated in India.
 - iv. (a) The respective Management of the Company and its subsidiary which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The respective Management of the Company and its subsidiary which are companies incorporated in India, whose financial statements have been audited under the Act, have

represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Holding Company and its subsidiary which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatements
 - v. As stated in Note 43 to the consolidated financial statements:
 - (a) The dividend proposed in the previous year by the Holding Company, declared and paid by the Holding Company during the year is in accordance with Section 123 of the Act, as applicable.
 - (b) The Board of Directors of the Holding Company have proposed dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
 - vi. Based on our examination, which included test checks, performed by us on the Company and its subsidiary incorporated in India, except for the instances mentioned below, have used accounting software for maintaining their respective books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of audit, we have not come across any instance of the audit trail feature being tampered with.
2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the “Order”/ “CARO”) issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiary included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For **Grandhy & Co**
Chartered Accountants
Firm Registration No.S-1007

Naresh Chandra Gelli
Partner
Membership No. 201754

UDIN: 25201754BMHWLJ8898

Place : Hyderabad
Date : April 26, 2025

Annexure “A” to the Independent Auditor's Report

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

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

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2025, We have audited the internal financial controls with reference to Consolidated Financial Statements of Avantel Limited (hereinafter referred to as the “Company”) and its subsidiary company, which is incorporated in India, as of that date.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's management and Board of Directors of the Company and its Subsidiary company, which is incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to the Consolidated Financial Statements of the Company and its subsidiary company, which are incorporated in India, 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”) issued by the Institute of Chartered Accountants of India ('ICAI') and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Consolidated Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls 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 with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to Consolidated Financial Statements of the Company and its subsidiary company, which is incorporated in India.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A Company's internal financial control with reference to Consolidated Financial Statements is a process designed to

provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of 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 with reference to Consolidated Financial Statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company and its subsidiary company, incorporated in India, have, in all material respects, an adequate internal financial controls with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at 31st March, 2025, based on the internal control with reference to Consolidated Financial Statements established by the respective companies 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 **Grandhy & Co**
Chartered Accountants
Firm Registration No.S-1007

Naresh Chandra Gelli
Partner
Membership No. 201754

UDIN: 25201754BMHWLJ8898

Place : Hyderabad
Date : April 26, 2025

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2025

(In ₹ Lakhs)

Particulars	Note No	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	2	11,036.26	4,325.32
(b) Capital work-in-progress	3	454.29	1,800.43
(c) Right-to-use Asset	4	431.82	525.00
(d) Financial Assets			
(i) Investments		-	-
(ii) Others	5	293.36	278.34
(e) Deferred tax Assets (net)	6	45.11	24.47
Current Assets			
(a) Inventories	7	6,045.24	4,603.92
(b) Financial Assets			
(i) Trade Receivables	8	7,123.90	6,417.59
(ii) Cash & Cash Equivalents	9	198.89	111.04
(iii) Bank Balances other than (iii) above	10	577.75	1,217.55
(iv) Others (Int accrued on employee loans & term deposits)	11	70.87	60.01
(c) Current Tax Assets (Net)	12	0.40	2.47
(d) Other Current Assets	13	2,726.78	2,218.39
Total Assets		29,004.66	21,584.54
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	14	4,894.78	4,865.45
(b) Other Equity	15	18,829.83	11,546.47
Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	1,200.00	-
(ia) Lease Liabilities	17	521.87	600.16
(b) Provisions	18	98.01	60.89
(c) Deferred Tax Liability (Net)		-	-
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	910.93	1,150.39
(ii) Trade payables	20		
(a) Total outstanding dues of Micro enterprises and small enterprises		138.90	442.44
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		276.28	141.41
(iii) Other Financial Liabilities	21	1,754.20	1,663.79
(b) Current Tax Liabilities (Net)	22	85.74	824.33
(c) Other current liabilities	23	294.12	289.22
Total Equity and Liabilities		29,004.66	21,584.54
Material Accounting Policies	1	-	-

per our report of even date
for GRANDHY & CO
Chartered Accountants
Firm Registration No. 001007S

for and on behalf of **AVANTEL LIMITED**

Sd/-
CA NARESH CHANDRA GELLI
Partner
ICAI Membership No. 201754

Sd/-
A VIDYASAGAR
Chairman & Managing Director
DIN: 00026524

Sd/-
V RAMCHANDER
Director
DIN: 03400005

Place: Hyderabad
Date: April 26, 2025

Sd/-
A SARADA
Whole-Time Director & CFO
DIN: 00026543

Sd/-
D RAJASEKHARA REDDY
Company Secretary
M.No. A61938

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025 (In ₹ Lakhs)

Particulars	Note No	Year Ended March 31, 2025	Year Ended March 31, 2024
Income			
i) Revenue From Operations	24	24,912.62	22,436.70
ii) Other Income	25	178.81	142.16
Total Income		25,091.43	22,578.86
Expenses			
i) Cost of materials consumed	26	8,373.64	7,784.98
ii) Changes in inventories of finished goods, work-in-progress and stock-in-trade	27	(1,980.62)	(77.61)
iii) Employee benefits expense	28	5,395.48	3,562.57
iv) Manufacturing Expenses	29	2,033.48	1,495.53
v) Research and Development Expenses	30	366.50	223.17
vi) Selling and Distribution Expenses	31	319.95	389.07
vii) Depreciation and amortization expense	32	1,180.35	749.80
viii) Finance Cost	33	304.58	417.82
ix) Administrative & Other Expenses	34	1,154.06	879.32
Total expenses		17,147.42	15,424.65
Profit/(loss) before exceptional items and tax		7,944.01	7,154.21
Exceptional Items			
Profit Before Tax		7,944.01	7,154.21
Tax Expenses		2,299.55	1,898.74
- Current Tax		2,179.38	1,956.66
- Prior Period Adjustments		142.23	12.32
- Deferred Tax		(22.06)	(70.24)
Profit/(loss) for the period from continuing operations		5,644.46	5,255.48
Profit/(loss) from discontinued operations		-	-
Tax expense of discontinued operations		-	-
Profit/(loss) from discontinued operations after tax		-	-
I Profit/(loss) for the Period		5,644.46	5,255.48
II Other Comprehensive Income			
i) Items that will not be reclassified to profit or loss			
Remeasurment of defined benefit plan		(44.84)	(50.51)
Tax on the above		9.86	13.76
		(34.98)	(36.76)
ii) Items that will be reclassified to profit or loss			
Other Comprehensive Income		-	-
		(34.98)	(36.76)
III Total Comprehensive Income for the period		5,609.48	5,218.72
IV Earnings per equity share :			
Equity Shares of par value ₹ 2/- each			
(1) Basic (₹)		2.32	2.16
(2) Diluted (₹)		2.30	2.14

per our report of even date
for GRANDHY & CO
Chartered Accountants
Firm Registration No. 001007S

for and on behalf of **AVANTEL LIMITED**

Sd/-
CA NARESH CHANDRA GELLI
Partner
ICAI Membership No. 201754

Sd/-
A VIDYASAGAR
Chairman & Managing Director
DIN: 00026524

Sd/-
V RAMCHANDER
Director
DIN: 03400005

Place: Hyderabad
Date: April 26, 2025

Sd/-
A SARADA
Whole-Time Director & CFO
DIN: 00026543

Sd/-
D RAJASEKHARA REDDY
Company Secretary
M.No. A61938

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flow from operating activities		
Profit before income tax from		
Continuing operations	7,944.01	7,154.21
Discontinued operations	-	-
Profit before income tax including discontinued operations	7,944.01	7,154.21
Adjustments for		
Depreciation and amortisation expense	1,180.35	749.80
Gain on disposal of property, plant and equipment	-	15.91
Written off assets	0.78	7.18
Dividend and interest income classified as investing cash flows	(95.17)	(66.20)
Finance costs	304.58	417.82
Employee Compensation Expenses(ESOP)	1,456.63	607.20
Other Comprehensive Income	(44.84)	(50.51)
	10,746.33	8,835.41
Change in operating assets and liabilities, net of effects from purchase of controlled entities and sale of subsidiary:		
(Increase)/decrease in trade receivables	(706.30)	(2,433.76)
(Increase)/decrease in inventories	(1,441.31)	(144.05)
(Increase)/decrease in other financial assets	(10.86)	(45.07)
(Increase)/decrease in other non-current assets	-	-
(Increase)/decrease in other current assets	(508.27)	(27.91)
Increase /(decrease) in trade payables	(168.66)	278.47
Increase/(decrease) in provisions	37.12	(1.11)
Increase/(decrease) in other current liabilities	4.90	67.19
Increase/(decrease) in financial liabilities	90.41	1,309.16
Increase/(decrease) in other non current liabilities	-	-
Cash generated from operations	8,043.35	7,838.32
Income taxes paid	(3,054.36)	(1,320.42)
Net cash inflow from operating activities	4,988.99	6,517.90
Cash flows from investing activities		
Payments for property, plant and equipment	(7,838.56)	(2,227.49)
Increase in Capital Work in Progress	1,346.14	(934.84)
Increase in Term deposits	624.78	(1,205.61)
Proceeds from sale of property, plant and equipment	47.09	140.86
Increase in Investments	-	-
Interest received	95.17	66.20
Net cash outflow from investing activities	(5,725.39)	(4,160.87)

Cash flows from financing activities		
Proceeds from exercise of Employees Stock options		
- Share Capital	29.32	-
- Share Premium	703.80	-
Increase/(decrease) in non current borrowings	1,200.00	-
Increase/(decrease) in current borrowings	(239.46)	(1,639.95)
Interest paid	(234.25)	(372.29)
Payment of lease obligations	(148.62)	(96.14)
Dividends paid to Company's share holders	(486.54)	(162.18)
Net cash inflow (outflow) from financing activities	824.26	(2,270.56)
Net increase/(decrease) in cash and cash equivalents	87.85	86.47
Cash and cash equivalents at the beginning of the financial year	111.04	24.57
Effects of exchange rate changes on cash and cash equivalents	-	-
Cash and cash equivalents at end of the year	198.89	111.04

per our report of even date
for GRANDHY & CO
Chartered Accountants
Firm Registration No. 001007S

for and on behalf of **AVANTEL LIMITED**

Sd/-
CA NARESH CHANDRA GELLI
Partner
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A VIDYASAGAR
Chairman & Managing Director
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DIN: 03400005

Place: Hyderabad
Date: April 26, 2025

Sd/-
A SARADA
Whole-Time Director & CFO
DIN: 00026543

Sd/-
D RAJASEKHARA REDDY
Company Secretary
M.No. A61938

Consolidated Statement of changes in Equity for the period ended 31.03.2025

A. Equity Share Capital

Particulars	As at March 31, 2025		As at March 31, 2024	
	No of Shares	Amount	No of Shares	Amount
Opening Equity Shares	2,43,269,580	4,865.39	8,10,89,860	1,621.80
Changes in Equity Share Capital during the year	14,66,240	29.32	16,21,79,720	3,243.59
Add: Forfeited Shares (Amount originally paid up)		0.06		0.06
Closing balance	2,44,735,820	4,894.78	24,32,69,580	4,865.45

B. Other Equity as at March 31, 2025

(In ₹ Lakhs)

	Share application money pending allotment	Share Based Payment Reserve	Reserves and Surplus				Total
			General Reserve	Capital Reserve	Security Premium	Retained Earnings	
Balance at the beginning of the reporting period	-	607.20	-	-	0.24	10,939.02	11,546.47
Changes During the Year	-	723.51	-	-	1,436.92	-	2,160.42
Total comprehensive income for the year	-	-	-	-	-	5,609.48	5,609.48
Dividend	-	-	-	-	-	(486.54)	(486.54)
Unamortized premium on forward contract	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-
Any other changes : Capitalisation of Profits by giving Bonus Shares	-	-	-	-	-	-	-
Balance at the end of the reporting period	-	1,330.71	-	-	1,437.16	16,061.97	18,829.83

B. Other Equity as at March 31, 2024

(In ₹ Lakhs)

	Share application money pending allotment	Share Based Payment Reserve	Reserves and Surplus				Total
			General Reserve	Capital Reserve	Security Premium	Retained Earnings	
Balance at the beginning of the reporting period	-	-	-	-	0.24	9,126.08	9,126.32
Changes During the Year	-	607.20	-	-	-	-	607.20
Total comprehensive income for the year	-	-	-	-	-	5,218.72	5,218.72
Dividend	-	-	-	-	-	(162.18)	(162.18)
Unamortized premium on forward contract	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-
Any other changes : Capitalisation of Profits by giving Bonus Shares	-	-	-	-	-	(3,243.59)	(3,243.59)
Balance at the end of the reporting period	-	607.20	-	-	0.24	10,939.02	11,546.47

Note 1: NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**COMPANY OVERVIEW AND MATERIAL ACCOUNTING POLICIES:****A. Company Overview**

Avantel Limited (“the Holding Company”) is a company engaged in manufacturing of wireless front-end, Satellite Communication, Embedded systems, Signal Processing, Network management and Software development and rendering related customer support services, and having an in-house R&D facility at Visakhapatnam, Andhra Pradesh. The Company is incorporated and domiciled in India and has its registered office at 141, Plot No.47/P, APIIC Industrial Park, Gambheeram(V), Anandapuram (M), Visakhapatnam Andhra Pradesh, India. The Company has been in Bombay Stock Exchange (BSE).

Imeds Global Private Limited (“the Subsidiary Company”) is a wholly owned subsidiary of Avantel Limited was incorporated during the year 2021-22 and engaged in manufacturing of health care products at Sy No. 480/2, Ground Floor I, Hub (B1) Building, MedTech Zone Ltd, AMTZ Campus, Nadupuru Village, Pedagantyada Mandal, Visakhapatnam.

The Consolidated Financial Statements are approved by the Board of Directors on April 26, 2025.

B. Basis of Preparation of Financial Statements:

These consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 (“the Companies Act”), as applicable and guidelines issued by the Securities and Exchange Board of India (“SEBI”). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The accounting policies have been applied consistently to all periods presented in these financial statements. The material accounting policy information used in preparation of the audited consolidated financial statements have been disclosed below.

C. Basis of consolidation

The consolidated financial statements have been prepared on the following basis:

Avantel consolidates entities which it owns or controls. The consolidated financial statements comprise the financial statements of the Company, its controlled trusts and its subsidiaries. Control exists when the parent has power over the entity, is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The financial statements of group companies are consolidated on line by line basis and Inter-company transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated if there is a profit on ultimate sale of goods. When necessary, amounts reported by subsidiaries have been adjusted to conform with the group's accounting policies.

Subsidiary included in consolidation:

Name of Enterprise	Country of Incorporation	Nature of Business	Shareholding/ Controlling interest
Imeds Global Private Limited	India	Manufacture of Healthcare Products	100%

D. Basis of Measurement

These consolidated financial statements have been prepared on a historical cost convention and on an accrual basis, except for certain assets and liabilities which have been measured at fair value as per Ind AS. All assets and liabilities are classified into current and non-current generally based on the nature of product/activities of the company and the normal time between acquisition of assets/liabilities and their realization/settlement in cash or cash equivalent. The company has determined its operating cycle as 12 months for the purpose for the purpose of classification of its assets and liabilities as current and non-current.

The consolidated financial statements are presented in Indian Rupees (INR) being the functional currency of the Company. These financial statements are presented in Indian rupees (rounded off to lakhs)

E. Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in the foregoing notes. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates and judgments are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the consolidated financial statements.

The preparation of consolidated financial statements in conformity with Ind AS requires management to make estimates, judgments' and assumptions (including revisions, if any). These estimates, judgments and assumptions affect the application of accounting policies and reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of financial statements and the reported amounts of revenue and expenses during the period.

Material Accounting Policies**F. Revenue of Recognition:**

Revenue is recognized by the company when the company satisfies a performance obligation by transferring a promised good or service to its customers. Asset/goods/services are considered to be transferred when the customer obtains control of those asset/goods/services.

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Company's activities. Revenue is shown net of GST, returns, rebates and discounts.

Sale of products - (own manufactured). Revenue is recognized when the significant risks and rewards of ownership of the products have passed to the buyer, which is considered to be upon delivery under the contractual terms, and when the amount of revenue can be measured reliably.

Contracts with customers includes subcontractor services or third-party vendor equipment or software in certain integrated services arrangements. In these types of arrangements, revenue from sales of third-party vendor products or services is recorded net of costs when the Group is acting as an agent between the customer and the vendor, and gross when the Group is the principal for the transaction. In doing so, the Group first

evaluates whether it obtains control of the specified goods or services before they are transferred to the customer. The Group considers whether it is primarily responsible for fulfilling the promise to provide the specified goods or services, inventory risk, pricing discretion and other factors to determine whether it controls the specified goods or services and therefore, is acting as a principal or an agent.

Provisions for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable based on the estimated efforts or costs to complete the contract.

Revenue from time and material and job contracts is recognized on output basis measured by units delivered, efforts expended, number of transactions processed, etc. Revenue related to fixed price maintenance and support services contracts where the Group is standing ready to provide services is recognized based on time elapsed mode and revenue is straight lined over the period of performance.

Interest income is recognized using the effective interest rate method.

G. Property Plant and Equipment:

Property, Plant and Equipment are stated at cost net of GST, if any and subsequently at cost less depreciation and impairment losses if any.

Depreciation on all assets is provided on the "Straight Line Method" over the useful lives of the assets estimated by the Management. Depreciation for assets purchased/sold during the period is proportionately charged. Individual low-cost assets (acquired for Rs. 5,000/- or less) are depreciated at 100 % in the year of acquisition/ purchase.

The Management estimates the useful lives for fixed assets as follows:

- (i) Buildings -- 20 Years
- (ii) Computers -- 3 Years
- (iii) Furniture & Fixtures -- 5 Years
- (iv) Plant & Machinery -- 4 Years
- (v) Vehicles -- 4 Years
- (vi) Leasehold improvements – amortized over the period of lease

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not ready to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated

H. Inventories

Inventories are valued at lower of cost or net realizable value.

Basis of determination of cost remain as follows:

- (i) Raw Materials, Packing materials, Stores & Spares: - On FIFO basis.
- (ii) Work-in-process: At cost of inputs plus overheads up to the stage of completion.
- (iii) Finished goods are valued at lower of cost or net realizable value.

I. Impairment:

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an

individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets.

As at the end of each Balance Sheet date, the carrying amount of assets is assessed as to whether there is any indication of impairment. If the estimated recoverable amount is found less than its carrying amount, the impairment loss is recognized and assets are written down to their recoverable amount.

J. Foreign Exchange Transactions/Translation

Transactions in foreign currencies are accounted at functional currency, at the exchange rate prevailing on the date of transactions. Gains/losses arising out of the fluctuations in the exchange rate between functional currency and foreign currency are recognized in the Statement of Profit & Loss in the period in which they arise. The fluctuations between foreign currency and functional currency relating to monetary items at the year ending are accounted as gains / losses in the Statement of Profit & Loss.

K. Research and Development

All expenses incurred for Research & Development are charged to revenue as incurred. Capital Expenditure incurred during the year on Research & Development is shown as additions to Fixed Assets.

L. Provisions, Contingent Assets/ Contingent Liabilities

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Show cause notices issued by Government Authorities where the probability of outflow of economic resources is remote are not considered as obligations. When the demands are raised against show-cause notices and are disputed by the company, these are treated as disputed obligations along with other contingent liabilities. Such contingent liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

Warranty Provisions: Provisions for Warranty related costs are recognized when the product is sold or service is provided. Provision is based on historical experience. The estimate of such warranty related costs is revised annually.

M. Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

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

As a lessee, the Group determines the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs

relating to the termination of the lease and the importance of the underlying asset to company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Right-of-use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

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

If modifications or reassessments occur, the lease liability and right of use asset are re-measured. Right of use assets are depreciated over the shorter of the useful life of the asset or the lease term.

N. Income Tax:

Income tax expense represents the sum of current tax payable and deferred tax.

Current Tax: The tax currently payable is based on the current year taxable profit for the year. The current tax is calculated using the tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax: Deferred tax is provided using the Balance Sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that the taxable profits will be available against which those deductible temporary differences can be utilized. Deferred tax is calculated using the tax rates that have been enacted or substantively enacted at the end of the reporting period. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

O. Earnings per Share

The Company presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year, adjusted for own shares held. Diluted earnings per share is determined by adjusting the profit or loss attribute to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

P. Employee benefits:

Defined Contribution Plans: Payments made to a defined contribution plan such as provident Fund are charged as an expense in the Profit and Loss Account as they fall due.

Defined Benefit Plans: Company's liability towards gratuity to past employees is determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past services are recognized on a straight-line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognized immediately in the statement of profit and loss Account as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the Balance Sheet date on Government Securities where the currency and terms of the Government Securities are consistent with the currency and estimate terms of the defined benefit obligations.

Q. Financial Instruments:

Non-derivative financial instruments

Non-derivative financial instruments consist of:

- i) financial assets, which include cash and cash equivalents, trade receivables, other advances and eligible current and non-current assets;
- ii) Financial liabilities, which include long and short-term loans and borrowings, trade payables, eligible current and non-current liabilities.

Non derivative financial instruments are recognized initially at fair value including any directly attributable transaction costs. Financial assets are derecognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognized only when the Company has not retained control over the financial asset.

Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

a) Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents include cash in hand, at banks and demand deposits with banks, net of outstanding bank overdrafts, if any, that are repayable on demand and are considered part of the Company's cash management system.

b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Loans and receivables are initially recognized at fair value plus directly attributable transaction costs and subsequently measured at amortized cost, less any impairment losses. Loans and receivables comprise trade receivables and other assets.

The company estimates the un-collectability of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

c) Trade and payable

Liabilities are recognized for amounts to be paid in future for goods or services received, whether billed by the supplier or not.

R. Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non –cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Notes to accounts for the year ended March 31, 2025

Note: 2 Property, Plant and Equipment

(In ₹ Lakhs)

Particulars	Land	Buildings (Freehold)	Leasehold Buildings	Furniture & Fixtures	Plant & Machinery (Assembly & Testing)	Computers	Office Equipment & Electricals	Vehicles	R & D Equipments	Total
Gross Block										
As at April 1, 2024	922.01	1,048.50	98.72	250.62	2,720.96	375.52	415.57	223.59	727.65	6,783.15
Additions	994.95	4,532.12	-	177.72	802.71	247.86	717.88	78.19	287.13	7,838.56
(Deduction/ Adjustment) During the year	-	-	-	-	(58.43)	-	-	(26.87)	-	(85.31)
Gross Block										
As at March 31, 2025	1,916.96	5,580.62	98.72	428.34	3,465.24	623.39	1,133.45	274.90	1,014.78	14,536.41
Accumulated Depreciation										
As at April 1, 2024	-	341.80	48.41	107.56	864.49	228.52	184.35	97.88	584.81	2,457.83
Depreciation for the Year	-	57.81	10.58	38.89	613.04	91.92	85.62	48.72	140.57	1,087.16
(Deduction/ Adjustments) During the year	-	-	-	-	(23.01)	-	-	(21.84)	-	(44.84)
Accumulated Depreciation										
As at March 31, 2025	-	399.61	59.00	146.45	1,454.53	320.44	269.97	124.77	725.38	3,500.15
Net Block										
As at March 31, 2025	1,916.96	5,181.01	39.73	281.88	2,010.71	302.95	863.48	150.13	289.40	11,036.26

Notes to accounts for the year ended March 31, 2024

Note: 2 Property, Plant and Equipment

(In ₹ Lakhs)

Particulars	Land	Buildings (Freehold)	Leasehold Buildings	Furniture & Fixtures	Plant & Machinery (Assembly & Testing)	Computers	Office Equipment & Electricals	Vehicles	R & D Equipments	Total
Gross Block										
As at April 1, 2023	922.01	1,048.50	45.74	157.74	1,257.18	246.91	237.09	157.18	712.23	4,784.60
Additions	-	-	52.98	92.87	1,647.51	128.62	184.54	105.57	15.41	2,227.49
(Deduction/ Adjustment) During the year	-	-	-	-	(183.73)	-	(6.06)	(39.16)	-	(228.94)
Gross Block										
As at March 31, 2024	922.01	1,048.50	98.72	250.62	2,720.96	375.52	415.57	223.59	727.65	6,783.15
Accumulated Depreciation										
As at April 1, 2023	-	284.45	45.74	82.69	605.38	156.84	144.89	90.90	438.20	1,849.08
Depreciation for the Year	-	57.35	2.67	24.87	312.90	71.68	40.76	31.63	146.61	688.47
(Deduction/ Adjustments) During the year	-	-	-	-	(53.78)	-	(1.30)	(24.64)	-	(79.72)
Accumulated Depreciation										
As at March 31, 2024	-	341.80	48.41	107.56	864.49	228.52	184.35	97.88	584.81	2,457.83
Net Block										
As at March 31, 2024	922.01	706.71	50.31	143.05	1,856.47	147.01	231.22	125.71	142.84	4,325.32

Note: 3. Capital Work-in-Progress

(In ₹ Lakhs)

Particulars	As at March 31, 2025					As at March 31, 2024			
	Project 2	Project 3	Project 4	Project 5	Project 2	Project 3	Project 4	Project 5	
Capital Work-in-Progress (Construction of Buildings)									
Capital Work-in-Progress at the beginning of the reporting period	700.82	685.91	204.93	208.76	700.82	56.90	107.86	-	
Add: Additions During the year	712.39	1,338.22	194.15	941.22	-	629.01	97.07	208.76	
Less: Capitalised During the year	1,413.21	1,968.92	-	1,149.98	-	-	-	-	
Capital Work-in-Progress (Construction of Buildings)	-	55.20	399.08	-	700.82	685.91	204.93	208.76	

Capital Work-in-progress ageing Schedule for the year ending March 31, 2025 & March 31, 2024

(In ₹ Lakhs)

CWIP	Amount in CWIP for a period of				
	Less than 1 Yr.	1-2 Years	2-3 Years	More than 3 Yr.	Total
March 31, 2025					
Projects in Process	249.35	97.07	107.86	-	454.29
Projects Temporarily Suspended	-	-	-	-	-
March 31, 2024					
Projects in Process	208.76	890.85	700.82	-	1,800.43
Projects Temporarily Suspended	-	-	-	-	-

Note: 4. Right-to-use Asset

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Right to Use Lease	525.00	586.34
Less: Depreciation	93.18	61.33
Total	431.82	525.00

Note: 5. Other Financial Assets Non Current

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured (considered good)		
In Margin Money/ Deposit A/c with original maturity of more than one year	293.36	278.34
Deposits	-	-
Total	293.36	278.34

Note:6. Deferred tax Liabilities / (Assets)

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred Tax Liability		
Property, plant and equipment	(2.08)	(17.76)
Lease Asset	(108.69)	(132.13)
Sub Total	(110.77)	(149.90)
Deferred tax Assets		
Lease Liability	131.34	151.05
Employee benefits	13.25	10.60
Remeasurment of defined benefit plan	11.29	12.71
Sub Total	155.88	174.37
Net Deferred Tax Assets/(Liabilities)	45.11	24.47

Movement in deferred tax balances during the year

(In ₹ Lakhs)

Particulars	Balance As at April 01, 2024	Recognised in profit & loss	Recognised in OCI	Balance As at March 31, 2025
Property, plant and equipment	(17.76)	15.68		(2.08)
Employee benefits	10.60	2.65		13.25
Lease Liability	151.05	(19.70)		131.34
Lease Asset	(132.13)	23.44		(108.69)
Remeasurment of defined benefit plan	12.71	-	(1.43)	11.29
Total	24.47	22.06	(1.43)	45.11

Movement in deferred tax balances during the year

(In ₹ Lakhs)

Particulars	Balance As at April 01, 2023	Recognised in profit & loss	Recognised in OCI	Balance As at March 31, 2024
Property, plant and equipment	(86.15)	68.39		(17.76)
Employee benefits	8.91	1.70		10.60
Lease Liability	71.08	79.97		151.05
Lease Asset	(52.31)	(79.82)		(132.13)
Remeasurment of defined benefit plan	11.67	-	1.04	12.71
Total	(46.81)	70.24	1.04	24.47

Unrecognised Deferred tax assets

Deferred tax assets have not been recognised in respect of the following items

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Deductible temporary differences	-	-
Tax losses	-	-
Total	-	-

Note: 7. Inventories

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Raw Materials		
- Indigenous	1,037.30	1,071.30
- Imported	1,115.21	1,620.53
Work in Progress	3,892.72	1,912.10
Total	6,045.24	4,603.92

Note: 8. Trade Receivables Current

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Trade Receivables Considered Good - Good	7,123.90	6,417.59
b) Trade Receivables which have significant increase in credit risk	-	-
c) Trade Receivables - Credit Impaired		
d) Trade Receivables from related parties	-	-
Less: Allowance for expected credit losses	-	-
Total	7,123.90	6,417.59

Trade Receivable ageing Schedule for the year ending March 31, 2025 & March 31, 2024

(In ₹ Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Yr.	Total
March 31, 2025							
(i) Undisputed Trade Receivable							
- Considered Good	7,033.25	82.89	7.76	-	-	-	7,123.90
(ii) Undisputed Trade Receivable							
- Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivable							
- Credit Impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivable							
- Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivable							
- Which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivable							
- Credit Impaired	-	-	-	-	-	-	-
Total	7.033.25	82.89	7.76	-	-	-	7,123.90

March 31, 2024							
(i) Undisputed Trade Receivable							
- Considered Good	4,903.45	1,512.08	2.07	-	-	-	6,417.59
(ii) Undisputed Trade Receivable							
- Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivable							
- Credit Impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivable							
- Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivable							
- Which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivable							
- Credit Impaired	-	-	-	-	-	-	-
Total	4,903.45	1,512.08	2.07	-	-	-	6,417.59

Note: 9. Cash & Cash Equivalents (In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Cash on hand	0.91	0.80
Cheques, Drafts on hand	-	-
Balances with Banks		
(a) in Current Account	197.98	110.24
(b) in Cash Credit Account	-	-
Total	198.89	111.04

Note: 10. Bank Balances other than above (In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
For Unpaid Dividend	19.44	16.04
As Margin money/under lien	438.31	923.00
In term deposit with original maturity more than 3 months but less than 12 months	120.00	278.52
Total (A)	577.75	1,217.55

Note: 11. Other Financial Assets Current (In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured (considered good)	-	-
Accrued Interest	70.87	60.01
Total	70.87	60.01

Note: 12. Current tax Assets (In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Advance tax (Net)	-	-
TDS and TCS (Net)	0.40	2.47
Total	0.40	2.47

Note: 13. Other Current Assets

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured (considered good)	-	-
Prepaid Expenses	223.71	121.12
Advance to Suppliers	1,113.22	818.91
Other Advances	65.75	140.83
Balances with GST Department	364.60	140.96
Balance with GST credit ledger	959.50	996.56
Total	2,726.78	2,218.39

Note: 14. Equity Shares

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Authorized		
Ordinary shares of par value of Rs. 2/- Number	30,00,00,000	30,00,00,000
Amount in ₹ Lakhs	6,000.00	6,000.00
Issued, subscribed and fully paid		
Ordinary shares of par value of Rs.2/- Number	24,47,35,820	24,32,69,580
Amount In ₹ Lakhs	4,894.72	4,865.39
Add Forfieted Shares (Amount originally paid up)	0.06	0.06
Total In ₹ Lakhs	4,894.78	4,865.45

Reconciliation of number of shares:

Particulars	As at March 31, 2025	As at March 31, 2024
Opening Equity Shares	24,32,69,580	8,10,89,860
Add: -No. of Shares, Share Capital issued/ subscribed during the year	14,66,240	16,21,79,720
Less: Deduction	-	-
Closing balance	24,47,35,820	24,32,69,580

No. of Shares in the company held by shareholder holding more than 5 percent

(In ₹ Lakhs)

Name of the Shareholder	As at March 31, 2025		As at March 31, 2024	
	No of Shares (face value of Rs.2/- each)	% of Total Shares	No of Shares (face value of Rs.2/- each)	% of Total Shares
Sri Vidya Sagar Abburi	3,89,92,324	15.93%	4,56,69,724	18.77%
Sri Siddhartha Sagar Abburi	1,90,16,460	7.77%	1,90,16,460	7.82%
Ms. Sailaja Abburi	1,55,05,320	6.34%	1,55,05,320	6.37%
Smt. Sarada Abburi	1,50,74,940	6.16%	1,50,74,940	6.20%

No. of Shares in the company held by Promoters

(In ₹ Lakhs)

Name of the Shareholder	As at March 31, 2025		As at March 31, 2024	
	No of Shares (face value of Rs.2/- each)	% of Total Shares	No of Shares (face value of Rs.2/- each)	% of Total Shares
Sri Vidya Sagar Abburi	3,89,92,324	15.93%	4,56,69,724	18.77%
Sri Siddhartha Sagar Abburi	1,90,16,460	7.77%	1,90,16,460	7.82%
Ms. Sailaja Abburi	1,55,05,320	6.34%	1,55,05,320	6.37%
Smt. Sarada Abburi	1,50,74,940	6.16%	1,50,74,940	6.20%
M/s Lakshmee Foundation	36,00,000	1.47%	-	-
Sri Venkateswara Rao Abburi	21,97,200	0.90%	21,97,200	0.90%

During the year, the company has issued 14,66,240 Equity Shares of ₹ 2/- each as fully paid shares to the employees in terms of Avantel Employee Stock Option Plan, 2023.

The Company has one class of share capital, comprising ordinary shares of ₹ 2/- each. Subject to the Company's Articles of Association and applicable law, the Company's ordinary shares confer on the holder the right to receive notice of and vote at general meetings of the Company, the right to receive any surplus assets on a winding-up of the Company, and an entitlement to receive any dividend declared on ordinary shares.

The Company does not have any holding Company.

Note: 15. Other Equity		(In ₹ Lakhs)	
Particulars	As at March 31, 2025	As at March 31, 2024	
Secutities Premium Reserve			
Opening balance	0.24	0.24	
Add: Current Year Transfer	1,436.92	-	
Total	1,437.16	0.24	
Share Based Payment Reserve			
Opening balance	607.20	-	
Add: Current Year Transfer	723.51	607.20	
Total	1,330.71	607.20	
Surplus in Profit and Loss account			
Opening balance	10,939.02	9,126.08	
Add: Current Year Transfer	-	-	
Profit and loss account	5,609.48	5,218.72	
Less: Dividend Paid	(486.54)	(162.18)	
Less: Capitalisation of Profit	-	(3,243.59)	
Total	16,061.97	10,939.02	
Total Other Equity	18,829.83	11,546.47	

Note: 15(a) Nature and purpose of Reserves**Security Premium:**

Securities Premium has been created consequent to issue of shares at premium. These reserves can be utilised in accordance with Section 52 of the Companies Act, 2013.

Note: 16. Borrowings

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured Loans from Related Parties	1,200.00	-
Total	1,200.00	-

Note: 17. Lease Liabilities

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Lease Liability	521.87	600.16
Total	521.87	600.16

Note: 18. Provisions Non Current

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits	98.01	60.89
Total	98.01	60.89

Note: 19. Borrowings Current

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Term Loans	-	-
(ii) Cash Credits		
(a) From Banks		
-Secured*	910.93	1,150.39
(b) From Other parties	-	-
(iii) Deposits	-	-
Total	910.93	1,150.39

* a) Open Cash Credit from Canara Bank is secured by way of Primary security of hypothecation of Stocks, Book debts and Collateral Security of Plant & Machinery, other fixed assets of the company and Land and Buildings situated at Plot No. 47, Survey No. 141, APIIC Industrial Park, Gambheeram (V), Visakhapatnam and personal guarantee of the Managing Director of the Company and the rate of interest @11.00% p.a.

b) The Carrying amount of Current and Non-current assets pledged as primary and collateral security for current borrowings are disclosed in Note No.49.

Note: 20. Trade Payable Current

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade Payables Due to Micro and Small Enterprises (MSME)	138.90	442.44
Trade Payables Due to Others	276.28	141.41
Total	415.18	583.84

(In ₹ Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 Years	2-3 Years	More than 3 Yr.	Total
March 31, 2025						
(i) MSME	138.90	-	-	-	-	138.90
(ii) Others	276.28	-	-	-	-	276.28
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
Total	415.18	-	-	-	-	415.18
March 31, 2024						
(i) MSME	442.44	-	-	-	-	442.44
(ii) Others	141.41	-	-	-	-	141.41
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
Total	583.84	-	-	-	-	583.84

Note: 21. Other Financial Liabilities Current

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Liability for Expenses	197.69	49.87
Employee salaries and other payables	744.32	498.46
Unpaid Dividend	19.44	16.04
Advance from Customers	792.74	1,099.42
Total	1,754.20	1,663.79

Note: 22. Provisions Current

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Taxation (Net)	85.74	824.33
Total	85.74	824.33

Note: 23. Other Liabilities Current

(In ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Current		
Statutory dues Payable	294.12	289.22
Total	294.12	289.22

Note: 24. Revenue From Operations

Disclosure in respect of Indian Accounting Standard (Ind AS)-115: "Revenue from Contract with Customers"

A. (i) Contract with Customers

(a) Company has recognized the following revenue during the year from contracts with its customers

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of Products		
Domestic	25,970.88	21,893.96
Export	484.62	1,953.46
Sale of Services		
Domestic	1,105.16	1,179.08
Export	-	64.53
Scrap Sales	42.06	21.56
Less: GST	2,690.10	2,675.89
Total	24,912.62	22,436.70

(b) Company has recognized the Rs Nil as impairment loss against the amount receivables from its customers or contract assets arising due to contract with its customers.

(ii) Contract Balances**(a) Receivables**

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening Balance	6,417.59	3,983.83
Addition/deduction during the year	706.30	2,433.76
Closing Balance	7,123.90	6,417.59

(b) Contract Assets

Company recognized contract assets when it satisfies its obligation by transferring the goods or services to the customer and right to receive the consideration is established which is subject to some conditions to be fulfilled by the company in future before receipt of consideration amount. Such assets are Rs Nil.

During the year company has recognized revenue of Rs. Nil (P.Y. Rs Nil) from the performance obligations satisfied in earlier periods.

The company has made the adjustment of ₹ Nil (P.Y. ₹ Nil) in the revenue of ₹ 24,912.62 Lakhs (P.Y. ₹ 22,436.70 Lakhs) recognized during the year on account of discounts, rebates, refunds, credits, price concessions, incentives performance bonuses etc as against the contracted revenue of ₹ 24,912.62 Lakhs (P.Y. ₹ 22,436.70 Lakhs).

(c) Contract Liabilities

Upon execution of contract with the customers, certain amount in the form of EMD, Security Deposit, Margin Money, advance for payment of custom duty etc. received from the customers which is shown as advance received from customers under the heading "Other Financial Liabilities" and "Other Liabilities". The balances are ₹ 792.74 lakhs.

(d) Practical expedients

During the year company has entered into sales contracts with its customers where contracts are not executed, same has not been disclosed as practical expedient as the duration of the contract is less than one year or right to receive the consideration established on completion of the performance by the company.

B. Significant judgements in the application of this standard

- (i) Revenue is recognized by the company when the company satisfies a performance obligation by transferring a promised good or service to its customers. Asset/goods/services are considered to be transferred when the customer obtains control of those asset/goods/services.
- (ii) The company considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (for example, GST etc.).
- (iii) The consideration promised in a contract with a customer may include fixed amounts, variable amounts, or both. Any further adjustment will be made by raising debit/credit notes on the customer. While determining the transaction price effects of variable consideration, constraining estimates of variable consideration, the existence of a significant financing component in the contract, non-cash consideration and consideration payable to a customer is also considered.

C. Assets Recognised from costs to obtain or fulfill a contract with a customer

The costs incurred by the company are fixed in nature with no significant incremental cost to obtain or fulfill a contract with a customer and same is charged to profit and loss as a practical expedient.

Note: 25. Other Income

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income	95.17	66.20
Miscellaneous Receipts	26.30	19.45
Fluctuation In Foreign Currency	57.35	56.50
Total	178.81	142.16

Note: 26. Cost of Materials Consumed

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cost of materials consumed		
Indigenous		
Indigenous(Opening Stock)	1,061.12	1,375.46
Purchase	3,974.48	3,705.66
Sub Total	5,035.60	5,081.12
Indigenous(Closing Stock)	(1,013.93)	(1,061.12)
Cost of Raw Materials Consumed	4,021.67	4,020.01
Imported		
Imported(Opening Stock)	1,617.86	1,204.22
Purchase	3,840.73	4,178.61
Sub Total	5,458.59	5,382.84
Imported(Closing Stock)	(1,106.62)	(1,617.86)
Cost of Raw Materials Consumed	4,351.97	3,764.98
TOTAL	8,373.64	7,784.98

Note: 27. Changes in Inventory

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Changes in inventories of finished goods and work-in-progress		
Opening Balance	1,912.10	1,834.49
Closing Balance	(3,892.72)	(1,912.10)
Net (Increase) /Decrease	(1,980.62)	(77.61)

Note: 28. Employees Benefit Expenses

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries and wages	2,736.30	2,064.76
Directors Remuneration	840.39	581.90
Bonus	7.10	10.08
Leave Encashment, Exgratia & Gratuity	80.01	55.00
Training & Recruitment	45.85	39.75
Contribution to P.F. and other Funds	57.34	50.40
Staff welfare Expenses	162.16	144.31
Employee Compensation Expenses (ESOP)	1,456.63	607.20
Internship	9.70	9.16
TOTAL	5,395.48	3,562.57

Note: 29. Manufacturing Expenses

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Job work Charges	276.17	443.10
Power and fuel	236.42	160.04
Consumption of stores and spare parts	133.31	45.10
Freight Inwards	51.30	39.76
Repairs & Maintenance - Plant & Machinery	179.63	137.55
Testing Charges	77.22	105.84
Installation & Commissioning Charges	127.00	74.82
Man power hire charges	735.78	417.68
Travelling	56.25	47.54
Other Manufacturing Expenses	160.39	24.09
TOTAL	2,033.48	1,495.53

Note: 30. Research and Development Expenses

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cost of materials consumed	22.36	55.12
Salaries	311.92	135.80
Repairs & Maintenance	3.62	3.47
Professional & Consultancy Charges	28.50	28.77
Job Work & Other Expenses	0.10	0.02
TOTAL	366.50	223.17

Note: 31. Selling and Distribution Expenses

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Freight Outwards	49.94	48.90
Packing Materials	47.81	35.48
Business Promotion	16.88	33.73
Travelling Expenses	46.16	59.64
Warranty Expenses	12.08	0.43
Customer Support Expenses	131.02	152.49
Insurance	4.79	3.40
Marketing Support Expenses	11.26	55.01
TOTAL	319.95	389.07

Note: 32. Depreciation And Amortization Expenses

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation / Amortization for the year		
Depreciation on PPE	1,087.16	688.47
Depreciation on Right-to-use Assets	93.18	61.33
TOTAL	1,180.35	749.80

Note: 33. Finance Cost

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest Expenses	93.72	282.50
Bank Charges	140.53	89.79
Interest on Lease Liability	70.33	45.53
TOTAL	304.58	417.82

Note: 34. Administrative & Other Expenses

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Repairs & Maintenance		
Plant & Machinery and Others	6.68	7.32
Vehicles	36.88	27.41
Computers	16.83	7.53
Buildings	213.02	208.44
Rent, Fees, Taxes & Licenses	242.88	133.74
Insurance	11.06	7.39
Couriers, Telephones and others	28.73	21.77
Printing & Stationery	8.49	12.25
Payment to Auditors	7.17	4.30
Professional & Consultancy Charges	97.53	28.94
Travelling & Conveyance	31.65	22.04
Secretarial Expenses	74.24	79.48
Watch & Ward	67.95	39.80
Sitting Fee	14.00	9.40
Bad Debts written off	0.78	7.20
Office Maintenance	53.09	43.16
Donations	142.14	105.15
CSR Expenses	92.00	54.40
Miscellaneous Expenses	8.93	59.59
TOTAL	1,154.06	879.32

(i) Amount paid to auditors'

(In ₹ Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
As Auditor	4.30	3.55
For Taxation Matters/Tax Audit	-	-
For Other Services	2.87	-
For Reimbursement of Expenses	-	-
TOTAL	7.17	4.30

Note: 35. Income Tax

A reconciliation of the Income Tax provision to the amount computed by applying the statutory income tax rate to the net profit before tax is summarized as follows:

Particulars	(In ₹ Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Profit before tax	7,944.01	7,154.21
Enacted Tax rates for the financial year	25.17%	25.17%
Expected tax expense (A)	2,179.38	1,023.24
Tax effect on allowable items (B)	(11.28)	(11.67)
Tax effect on disallowable items ©	-	-
Tax on incomes chargeable under other heads (D)	-	-
Provision for income tax for the current year (A+B+C+D)	2,168.10	1,011.57
Interest on income tax for the year	-	-
Current tax for the year	2,168.10	1,011.57
Tax credits allowable	-	-
Deferred tax for the year	(20.64)	(70.24)
Tax expense of earlier years adjusted	142.23	12.31
Net tax expense for the year	2,289.69	953.64

Note: 36. Employee Benefits

(In ₹ Lakhs)

- a) **Provident Fund:** Company pays fixed contribution to provident fund at predetermined rates to the government authorities. The contribution of ₹ 61.48 Lakhs (Previous year ₹ 51.64 Lakhs) including administrative charges is recognized as expense and is charged in the Statement of Profit and Loss. The obligation of the Company is to make such fixed contribution and to ensure a minimum rate of return as specified by GOI to the members. The overall interest earnings and cumulative surplus is more than the statutory interest payment requirement during the year.
- b) **Leave Encashment:** The company accumulates of compensated absences by certain categories of its employees for one year. These employees receive cash in lieu thereof as per the Company's policy. The company recognises expenditure on payment basis.
- c) **Gratuity:** Gratuity is a funded Defined Benefit Plan payable to the qualifying employees on superannuation. It is managed by a 'Life Assurance Scheme' of the Life Insurance Corporation of India and the company makes contributions to the Life Insurance Corporation of India (LIC).

Company makes annual contribution to the Fund based on the present value of the Defined Benefit obligation and the related current service costs which are measured on actuarial valuation carried out as on Balance Sheet date. The liability has been assessed using Projected Unit Credit (PUC) Actuarial Cost Method.

Reconciliation of opening and closing balances of the present value of the defined benefit obligation as at the year ended March 31, 2025 are as follows:

I. Change in Defined Benefit obligation :	(In ₹ Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Defined Benefit obligation as at the beginning	352.28	259.81
Interest Cost	24.43	19.42
Current Service Cost	41.60	29.53
Benefits paid from planned assets	(28.89)	(1.87)
Remeasurements - due to Demographic Assumptions	(21.26)	-
Remeasurements - due to Financial Assumptions	52.00	8.22
Remeasurements - due to Experience Assumptions	10.95	37.17
Defined Benefit obligation as at the end	431.09	352.28

(In ₹ Lakhs)

II. Change in Fair value of plan assets	As at March 31, 2025	As at March 31, 2024
Fair value of Plan Assets at the beginning	281.36	189.10
Interest Income	21.11	17.19
Employer Contributions	50.00	82.06
Benefits paid from planned assets	(28.89)	(1.87)
Remeasurements - Return on Assets (Excluding Interest)	(3.16)	(5.12)
Fair value of planned assets at the end	320.42	281.36
III. Components of Defined Benefit Cost:	As at March 31, 2025	As at March 31, 2024
Current Service Cost	41.60	29.53
Total Net Interest cost	3.32	2.23
Defined Benefit Cost Included in Profit & Loss	44.92	31.75
Remeasurements - due to Demographic Assumptions	(21.26)	-
Remeasurements - due to Financial Assumptions	52.00	8.22
Remeasurements - due to Experience Assumptions	10.95	37.17
Remeasurements - Return on Assets (Excluding Interest)	3.16	5.12
Total Remeasurements in OCI	44.84	50.51
Total Defined Benefit Cost recognized in Profit & Loss and OCI	89.76	82.27
IV. Amounts recognized in the Statement of Financial Position	As at March 31, 2025	As at March 31, 2024
Defined benefit Obligation	431.09	352.28
Fair value of Plan Assets	320.42	281.36
Funded Status	110.68	70.92
Net Defined Benefit Liability/(Asset)	110.68	70.92
Of which Short Term Liability	42.50	57.33
V. Net Defined Benefit Liability /(Asset) Reconciliation	As at March 31, 2025	As at March 31, 2024
Net Defined Benefit Liability/(Asset) at the beginning	70.92	70.71
Defined Benefit Cost Included in Profit & Loss	44.92	31.75
Total Remeasurement included in OCI	44.84	50.51
Employer Contributions	(50.00)	(82.06)
Credit to Reimbursements/Expenses Adjustment	-	-
Net Defined Benefit Liability/(Asset) at the end	110.68	70.92
VI. Principal Assumptions	As at March 31, 2025	As at March 31, 2024
Discounting Rate	7.02%	7.23%
Salary Escalation Rate	4.00%	3.00%

The estimates of future salary increase considered in actuarial valuation, have been factored in inflation, seniority, promotion and other relevant factors.

Note: 37. Related Party Disclosures:

(In ₹ Lakhs)

List of Related Parties: In accordance with the provisions of Ind AS 24 "Related Party Disclosures" and the Companies Act, 2013, Subsidiary company, Company's Directors, Members of the Company's Management Council and company secretary are considered as Key Management Personnel. List of Key Management personnel of the company is as follows:

A. List of Subsidiaries:
Imeds Global Private Limited
Wholly owned Subsidiary
B. Key Management Personnel

i) Dr. Abburi Vidyasagar

Chairman & Managing Director

ii) Mrs. Abburi Sarada

Wholetime Director & CFO

iii) Mr. Abburi Siddhartha Sagar

Wholetime Director

iv) Mr. D Rajasekhara Reddy

Company Secretary
C. Relative of Key Management Personnel
NIL
D. Entities under same Management:
Wiki Kids Private Limited
Same Directors
Lakshmee Foundation
Controlled Trust
Vimta Labs
Same Director
E. Transaction with Related Parties

Particulars	Nature of Transaction	2024-2025	2023-2024
a) Key Managerial Personnel:			
Dr. Abburi Vidyasagar	Remuneration	36.00	36.00
Dr. Abburi Vidyasagar	Commission on Profits	272.01	239.36
Dr. Abburi Vidyasagar	Unsecured Loan received	1,200.00	-
Mrs. Abburi Sarada	Remuneration	18.00	18.00
Mrs. Abburi Sarada	Commission on Profits	272.01	239.36
Mrs. Abburi Sarada	Rent	13.03	12.41
Mr. Abburi Siddhartha Sagar	Remuneration	48.00	36.77
Mr. Abburi Siddhartha Sagar	Commission on Profits	181.34	-
Mr. D Rajasekhara Reddy	Salary	15.78	11.67
b) Non-Whole time Directors:			
Mr. Yalamanchili Kishore	Sitting Fee	1.00	2.10
Mr. Naveen Nandigam	Sitting Fee	1.00	2.10
Mr. Eluru Bala Venkata Ramana Gupta	Sitting Fee	-	1.40
Mr. Myneni Narayana Rao	Sitting Fee	3.75	2.00
Mr. V Ramachander	Sitting Fee	4.00	1.80
Mr. Dr. Ajit T Kalghatgi	Sitting Fee	4.25	-
c) Transactions with Subsidiaries:			
Imeds Global Private Limited	Equity Investment	1,300.05	524.95
Imeds Global Private Limited	Rent Received	7.76	1.18
Imeds Global Private Limited	Sale of Capital Equipment	45.98	-
d) Transactions with other Entities:			
Wiki Kids Private Limited	Rent Received	7.08	2.36
Wiki Kids Private Limited	Marketing Services	4.90	-
Wiki Kids Private Limited	Purchase of Capital Equipment	6.40	-
Lakshmee Foundation	CSR Funds	92.00	54.40
Lakshmee Foundation	Donation	130.00	95.60
Vimta Labs	Testing Charges	39.80	-

Note: 38. Earnings per Share:

(In ₹ Lakhs)

Particulars	(In ₹ Lakhs)	2024-2025	2023-2024
Profit/ (Loss) after Tax	In ₹ Lakhs	5,644.46	5,255.48
The weighted average number of ordinary shares for			
Basic EPS	Nos	24,36,45,685	24,32,69,580
Diluted EPS	Nos	24,50,46,221	24,51,97,557
The nominal value per Ordinary Share	In ₹	2.00	2.00
Earnings per Share			
Basic	In ₹	2.32	2.16
Diluted	In ₹	2.30	2.14

Note: The company has allotted 14,12,270 equity shares on 26th December, 2024, 44,390 equity shares on 27th January, 2025 and 9580 equity shares on 26th February, 2025 under Avantel Employee Stock Option Plan 2023 (ESOP-2023)

Note: 39. Employee stock option plans (ESOP)

The Company instituted Avantel Employees Stock Option Plan-2023 (hereinafter referred to as "Avantel 2023 Plan") for all eligible employees pursuant to a resolution approved by the shareholders in the Extra-ordinary General Meeting held on November 11, 2023. The Nomination, Governance and Compensation Committee of the Board of the parent company (the "Committee") administers the Avantel 2023 Plan and grants stock options to eligible employees. The Committee determines which eligible employees will receive options, the number of options to be granted, the exercise price, the vesting period and the exercise period. The vesting period is determined for all options issued on the date of grant. Participation in the plan is at the board's discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

The company has established Avantel 2023 Plan with 45,00,000 equity shares.

The exercise price of the options is INR 50 per share. The fair value of the share options is estimated at the grant date using a Black-Scholes Method, taking into account the terms and conditions upon which the share options were granted. However, the above performance condition is only considered in determining the number of instruments that will ultimately vest.

The carrying amount of the liability at 31 March 2025 was ₹ 1,330.71 lakhs (31 March 2024: ₹ 607.20 Lakhs).

The expense recognised for employee services received during the year is shown in the following table:

(In ₹ Lakhs)		
Particulars	31-Mar-25	31-Mar-24
Expense arising from equity-settled share-based payment transactions	723.51	607.20
Total expense arising from share-based payment transactions	723.51	607.20

There were no cancellations or modifications to the awards in year ending 31 March 2025 or 31 March 2024.

Movements during the year

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year

Particulars	31-Mar-25	31-Mar-24
Options outstanding at the beginning of the year	38,95,300	-
Granted during the year	76,000	38,95,300
Forfeited during the year	-	-
Exercised during the year	14,66,240	-
Expired during the year	-	-
Options outstanding at the end of the year	25,05,060	38,95,300
Exercisable at 31 March	25,05,060	-

During the year a reserve was made towards outstanding of ESOPs and Share based payment expenses for the year ended 31 March 2025 of ₹ 1330.71 lakhs (31 March 2024 - ₹ 607.20 Lakhs).

The Weighted average grant date fair value of the options granted during the years ended 31 March 2025 was ₹ 127.00 per option .

The weighted average share price at the date of exercise of options exercised during the years ended 31 March 2025 was ₹ 155.76 (31 March 2024 – ₹ NIL) per share, respectively.

The aggregate intrinsic value of options exercised during the years ended 31 March 2025 and 31 March 2024 was ₹ NIL and ₹ NIL, respectively.

The following tables list the inputs to the models used for the three plans for the years ended 31 March 2025 and 31 March 2024, respectively:

Particulars	31-Mar-25	31-Mar-24
Weighted average fair values at the measurement date	₹ 127.00	₹ 127.00
Dividend yield (%)	-	-
Expected Annualized Volatility (%)	56.87	56.87
Risk-free interest rate (%)	7.10	7.10
Expected life of share options(years)	6.00	6.00
Weighted average share price (INR)	50.00	50.00
Model used	Black-Scholes Method	Black-Scholes Method

Note: 40. Contingent liabilities and commitments
(to the extent not provided for)

(In ₹ Lakhs)

Particulars	2024-2025	2023-2024
Contingent liabilities		
Claims against the company not acknowledged as debt		
a) Claims against the company/disputed liabilities		
Income Tax	219.05	219.05
b) Guarantees		
Bank Guarantee	3,942.08	3,239.43
Total	4,161.13	3,458.48

Note: 41. Segmental Reporting :

Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products, services, geographic areas and major customers. The company's corporate strategy aims at creating multiple drivers of growth anchored on its core competence. The company is currently focused on two segments.

The business segments comprise the following:

- a) Communications and Signal Processing Products: Manufacturing of Wireless front end, Satellite Communication, Embedded Systems, Signal Processing, Network Management and Software development and rendering related customer support services and having in-house R & D facility.
- b) Health Care Services: The segment wise Revenue, Results, Assets and Liabilities figures related to the respective amounts directly identifiable to each of the segments. Unallocable expenditure include expenses incurred on common services at the corporate level.

Particulars	2024-2025	2023-2024
1. Segment Revenue		
(a) Communications and signal processing Products	25,024.58	22,521.85
(b) Health Care	66.85	57.01
Gross Revenue from sale of Products and services	25,091.43	22,578.86
2. Segment Results		
(a) Communications and signal processing Products	8,271.56	7,447.31
(b) Health Care	(327.55)	(293.10)
Profit before tax	7,944.01	7,154.21
3. Segment Assets		
(a) Communications and signal processing Products	26,775.65	20,597.38
(b) Health Care	2,229.01	987.16
Total Assets	29,004.66	21,584.54
4. Segment Liabilities		
(a) Communications and signal processing Products	4,974.49	5,155.94
(b) Health Care	305.56	16.68
Total Liabilities	5,280.05	5,172.62

Note: 42. Financial Instruments- Fair Values and Risk Management**a) Financial Instruments by Categories**

The following tables show the carrying amounts and fair values of financial assets and financial liabilities by categories. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Amount in ₹ Lakhs as of March 31, 2025

Particulars	Cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Cash & Cash Equivalents	198.89	-	-	198.89	198.89
Trade Receivable	7,123.90	-	-	7,123.90	7,123.90
Deposits	851.67	-	-	851.67	851.67
Other Financial Assets	90.32	-	-	90.32	90.32
Liabilities:				-	-
Trade Payable	415.18	-	-	415.18	415.18
Borrowings	910.93	-	-	910.93	910.93
Other Financial Liabilities	1,754.20	-	-	1,754.20	1,754.20

Amount in ₹ Lakhs as of March 31, 2024

Particulars	Cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Cash & Cash Equivalents	111.04	-	-	111.04	111.04
Trade Receivable	6,417.59	-	-	6,410.32	6,410.32
Deposits	1,479.85	-	-	1,479.85	1,479.85
Other Financial Assets	76.05	-	-	76.05	76.05
Liabilities:				-	-
Trade Payable	583.84	-	-	583.84	583.84
Borrowings	1,150.39	-	-	1,150.39	1,150.39
Other Financial Liabilities	1,663.79	-	-	1,663.79	1,663.79

Fair Value Hierarchy Management considers that, the carrying amount of those financial assets and financial liabilities that are not subsequently measured at fair value in the Financial Statements approximate their transaction value. No financial instruments are recognized and measured at fair value for which fair values are determined using the judgements and estimates. The fair value of Financial Instruments referred below has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities. (Level-1 measurements) and lowest priority to unobservable (Level-3 measurements).

The Company does not hold any equity investment and no financial instruments hence the disclosure are nil

Financial Risk Management:

The Company's activities expose to a variety of financial risks viz., market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is credit risk and liquidity risk. The Company's exposure to credit risk is influenced mainly by Government Orders.

Management of Market Risk:

Market risks comprises of Price risk and Interest rate risk. The Company does not designate any fixed rate financial

assets as fair value through Profit and Loss nor at fair value through OCI. Therefore, the Company is not exposed to any interest rate risk. Similarly, the Company does not have any Financial Instrument which is exposed to change in price.

Foreign Currency Risks:

The Company is exposed to foreign exchange risk arising from various Currency exposures primarily with respect to the US Dollars (USD), for the imports being made by the Company.

The Company exposure to foreign currency risk as at the end of the reporting period expressed in INR as on March 31, 2025 & March 31, 2024 is as follows:

Particulars	USD	EURO	USD	EURO
Financial Assets:	As at March 31, 2025		As at March 31, 2024	
Cash & Cash Equivalents	-	-	-	-
Trade Receivable	-	69,095	23,700	79,431
Deposits	-	-	-	-
Other Financial Assets	-	-	-	-
Financial Liabilities:	-	-	-	-
Trade Payable	2,00,011	-	1,66,361	-
Borrowings	-	-	-	-
Other Financial Liabilities	-	-	-	-

Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer fails to meet its contractual obligations. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. The company operations are with Government and allied companies and hence no issues credit worthiness. The company considers that, all the financial assets that are not impaired and past due as on each reporting dates under review are considered credit worthy.

Credit risk exposure

An analysis of age-wise trade receivables at each reporting date is summarized as follows:

For the year ended March 31, 2025 (In ₹ Lakhs)

Particulars	Gross Carrying Amount	Less than one year	More than one year	More than two year	More than three year
Gross Carrying Amount	7,123.90	7,123.90	-	-	-
Expected Credit loss	-	-	-	-	-
Carrying amount (net of impairment)	7,123.90	7,123.90	-	-	-

For the year ended March 31, 2024 (In ₹ Lakhs)

Particulars	Gross Carrying Amount	Less than one year	More than one year	More than two year	More than three year
Gross Carrying Amount	6,417.59	6,417.59	-	-	-
Expected Credit loss	-	-	-	-	-
Carrying amount (net of impairment)	6,417.59	6,417.59	-	-	-

Liquidity Risk:

The company's liquidity needs are monitored on the basis of monthly projections. The principal sources of liquidity are cash and cash equivalents, cash generated from operations and availability of cash credit and overdraft facilities

to meet the obligations as and when due. Short term liquidity requirements consist mainly of sundry creditors, expenses payable and employee dues during the normal course of business. The company maintains sufficient balance in cash and cash equivalents and working capital facilities to meet the short term liquidity requirements.

The company assesses long term liquidity requirements on a periodical basis and manages them through internal accruals and committed credit lines.

The following table shows the maturity analysis of the Companies Financial Liabilities based on contractually agreed, undiscounted cash flows as at the balance sheet date.

Particulars	Gross Carrying Amount	Less than one year	More than one year	More than two year	More than three year
As on March 31, 2025					
Trade Payables	415.18	415.18	-	-	-
Other Financial liabilities	1,754.20	1,754.20	-	-	-
As on March 31, 2024					
Trade Payables	583.84	583.84	-	-	-
Other Financial liabilities	1,663.79	1,663.79	-	-	-

Note: 43. Capital Management

The objective of the company when managing capital are to

- to safeguard the company's ability to continue as going concern, So that they can continue to provide returns for the Share holder and benefits for other stake holders.
- maintain optimal capital structure to reduce cost of capital

Dividends		(In ₹ Lakhs)	
Particulars	2024-2025	2023-2024	
(i) Final Dividend on Equity Shares			
Final Dividend for the year March 31 2024 ₹ 0.20 per share (March 31 2023 ₹ 1/-) per share of ₹ 2/- each	486.54	162.18	
(ii) Dividends not recognised at the end of the reporting period			
The directors recommend for the payment of ₹ 0.20 per equity share of ₹ 2/- each for the year March 31, 2025 (March 31 2024 ₹ 0.20 per share of ₹ 2/- each), The proposed dividend is subject to the approval of Share holders in the general meeting.	489.47	486.54	

Note: 44. Consumption Of Raw Materials:			(In ₹ Lakhs)	
Raw Material	2024-2025		2023-2024	
	%	(₹ in Lakhs)	%	(₹ in Lakhs)
Indigenous	48.03	4,021.67	51.64	4,020.01
Imported	51.97	4,351.97	48.36	3,764.98
TOTAL	100.00	8,373.64	100.00	7,784.98

Note: 45. Value of Imports (Calculated in CIF Value):			(In ₹ Lakhs)	
Particulars		2024-2025	2023-2024	
Materials		3,975.67	4,161.88	
Capital Equipment		55.83	170.91	
Total		4,031.50	4,332.79	

Note: 46. Expenditure in Foreign Currency:

(In ₹ Lakhs)

Particulars	2024-2025	2023-2024
Purchases (Imports)	3,996.67	4,181.65
Foreign Travel	19.46	47.49
Total	4,016.13	4,229.14

Note: 47. The disclosure relating to transactions with Micro, Small and Medium Enterprises

Sundry Creditors includes Rs.138.90 lakhs (previous year ₹ 442.44 lakhs) due to Small Scale & Ancillary undertakings. There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days at the Balance Sheet date. The above information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Note: 48. Corporate Social Responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceeding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, healthcare and women empowerment has been formed by the company as per the Act. The funds were primarily allocated to a corpus and utilised through the year on these activities which are specified in schedule VII of the Companies Act, 2013.

The amount of expenditure to be spent on CSR activities and financial details as per the Companies Act, 2013 for the F.Y 2024-25 & 2023-24 are as under:

(In ₹ Lakhs)

Particulars	2024-2025	2023-2024
Aggregate net profits of last three financial years as per Section 198 of the Companies Act, 2013	13,699.58	8,145.11
Average of net profits	4,566.53	2,715.04
(i) Amount required to be spent by the Company during the year	91.33	54.30
(ii) Amount spent towards CSR Activities	92.00	54.40
(iii) Shortfall at the end of the year	-	-
(iv) Reasons for Short fall	Not Applicable	
(v) Nature of CSR Activities Eradication of hunger and malnutrition, Promoting Education, Healthcare, Women empowerment.		
(vi) Details of related party transactions	92.00	54.40

As per Paragraph 17(b) of the Guidance Note on CSR issued by ICAI, the details of expenditure incurred by the Company on CSR activities are as follows:

Particulars	In Cash	Yet to be paid in Cash	Total
Construction/Acquisition of asset	-	-	-
Other than (i) above:	-	-	-

Note 49. Assets Pledged as Security:

The Carrying amount of assets pledged as security for current borrowings:

(In ₹ Lakhs)

Particulars	2024-2025	2023-2024
Current:		
Financial Assets:		
First Charge (Primary Security)		
Trade Receivable	7,108.88	6,410.32
Non-Financial Assets:		
Inventories	6,003.10	4,581.67
Total Current Assets Pledged as Primary Security	13,111.97	10,991.99
Non-Current Assets (Collateral Security)		
Land	105.23	105.23
Plant & Machinery	1,347.66	1,787.66
Other Fixed Assets	1,114.74	1,115.82
Total Non-Current Assets Pledged as Collateral Security	2,567.63	3,008.72
Total Assets Pledged as Primary & Collateral Security	15,679.60	14,000.70

Note No. 50. Analytical Ratios

Ratio	Numerator	Denominator	Current Year March 31, 2025	Previous Year March 31, 2024	Variance	Reasons
Current ratio (in times)	Total current Assets	Total current liabilities	4.84	3.24	49.21%	
Debt-equity ratio (in times)	Long term liabilities +short term borrowings	Total equity	0.09	0.07	26.94%	The company borrowed unsecured loans
Debt service coverage ratio (in times)	Earnings before debt service = Net profit after taxes + non cash operating expenses + Interest + Other non cash adjustments	Debt service = Interest + principle repayments	43.46	19.58	121.94%	Due to ESOP and Depreciation Expenditure has gone up.
Return on equity ratio (in %)	Profit for the year	Average total equity	28.13%	38.70%	-27.32%	Due to ESOP and Depreciation Expenditure has gone up.
Inventory turnover ratio (in times)	Revenue from operations	Average total inventory	4.68	4.95	-5.49%	
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	.3.68	4.31	-14.71%	
Trade payables turnover ratio (in times)	Raw material purchases + Fuel purchase+Other expenses	Average trade payables	15.65	17.73	-11.77%	
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (ie., Total current assets less Total current liabilities)	1.88	2.22	-15.41%	-
Net profit ratio (in %)	Profit for the year	Revenue from operations	22.66%	23.42%	-3.27%	-
Return on capital employed (in %)	Earning before tax and finance cost	Capital employed = Net worth + Deferred tax liabilities	27.60%	36.57%	-24.55%	Due to ESOP and Depreciation Expenditure has gone up.
(k) Return on Investment	Inome generated from invested funds	Average invested funds in treasury investmens	-	-	-	NIL

Note: 51.

Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

Note: 52.

Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

Note: 53.

The Company has not given any Loans or Advances in the nature of Loans to specified persons that are Repayable on Demand or without specifying any terms or period of repayment.

Note: 54.

Company does not have transactions with Companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year.

Note: 55.

During the year there are no events occurring after the balance sheet date.

Note: 56.

During the year there are no prior period items.

Note: 57.

The company's accounting software has audit trail functionality (edit log). This feature remained operational throughout the year, capturing a chronological record of all relevant transactions processed within the software.

per our report of even date
for GRANDHY & CO
Chartered Accountants
Firm Registration No. 001007S

for and on behalf of **AVANTEL LIMITED**

Sd/-
CA NARESH CHANDRA GELLI
Partner
ICAI Membership No. 201754

Sd/-
A VIDYASAGAR
Chairman & Managing Director
DIN: 00026524

Sd/-
V RAMCHANDER
Director
DIN: 03400005

Place: Hyderabad
Date: April 26, 2025

Sd/-
A SARADA
Whole-Time Director & CFO
DIN: 0002654

Sd/-
D RAJASEKHARA REDDY
Company Secretary
M.No. A61938

avantel

CORPORATE OFFICE

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