

To,

Date: 01.09.2025

The Manager BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001 BSE Scrip Code: 511658	The Manager, Metropolitan Stock Exchange of India Limited, Vibgyor Towers, 4th floor, Plot No C 62, G -Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai - 400 098, India.
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Dear Sir/ Madam,

Sub: Submission of 32nd AGM notice which is dispatched to shareholders of the Company-reg.

In Compliance with Regulation 34 of SEBI (LODR) Regulations, 2015, we are herewith submitting the Notice of the 32nd Annual General Meeting for the Financial Year 2024-25. The Annual General Meeting of the Company is scheduled to be held on Tuesday, 23rd day of September, 2025 at 11:30 A.M. through Video Conference “VC” / Other Audio-Visual Means. The annual report along with the notice was dispatched on 01st September, 2025.

Further, pursuant to Regulation 36(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter providing the web-link of the Annual Report, being sent to those members who have not registered their email address, is available on the Company’s website at <https://www.nettlinx.com/>

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

Thanking you.

Yours faithfully,
For Nettlinx Limited

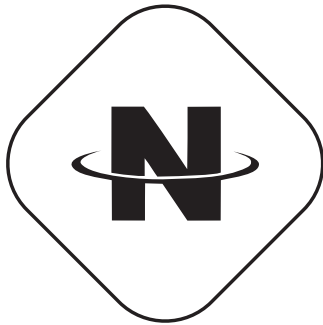
Rohith Loka Reddy
Managing Director
DIN: 06464331



32nd

Annual Report
2024 - 2025

NETTLINX LIMITED
Your Power to Communicate



32nd **ANNUAL
REPORT**
2024-2025



NETTLINX LIMITED
YOUR POWER TO COMMUNICATE

NETTLINX LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS :

Mr. Rohith Loka Reddy	- Managing Director (DIN 06464331)
Mr. Venkateswara Rao Narepalem	- Executive Director (DIN 01116904)
Mr. Jeeten Anil Desai	- Independent - Non Executive (DIN 07254475)
Mr. Sreenivasa Rao Kurra	- Independent - Non Executive (DIN 06386417)
Mr. Amarender Reddy Bandaru	- Independent - Non Executive (DIN 01750325)
Mr. Satya Raja Shakar Praharaju	- Independent - Non Executive (DIN 10832201)
Mr. Vijay Kumar Maistry	- Independent - Non Executive (DIN 02060345)

KEY MANAGERIAL PERSONAL:

Mr. Rohith Loka Reddy	- Managing Director (DIN 06464331)
Mr. Venkateswara Rao Narepalem	- CFO
**Mr. Sai Ram Gandikota	- Company Secretary & Compliance officer
##Mr. N. Mahender Reddy	- Company Secretary & Compliance officer

** Resignation w.e.f. 10.05.2025

Appointed w.e.f. 01.08.2025

REGISTERED OFFICE

5-9-22, Flat No.301, 3rd Floor,
My home Sarovar Plaza, Secretariat,
Saifabad, Hyderabad,Telangana - 500063.
Ph: 91-040-23232200/23231621
Fax: 23231610
E – Mail: secretarial@nettlinx.org
Website: www.nettlinx.com
CIN: L67120TG1994PLC016930

STATUTORY AUDITORS

M/s. Niranjana & Narayan
Chartered Accountants
7-1-28/1/A/21, Shyam Karan Road, 21 Park Avenue Co, Ameerpet,
opposite line to Indo US Hospital, Hyderabad – 500016, Telangana

INTERNAL AUDITORS

M/s. Murlhy & Kanth, Chartered Accountants
Top Floor, Aparna Crest, Opp. KIIR park,
Jubilee Hills. II derabad - 500034

SECRETARIAL AUDITOR:

M/s Aakanksha Dubey & Co
Practicing Company Secretary
Plot No. 8-2-603/23/3 & 8-2-603/23, 15, 2nd Floor, HSR Summit,
Banjara Hills, Road No. 10, Hyderabad, Telangana - 500034.

BANKERS

M/s HDFC Bank Limited
1st Floor, 6-3-249/5/1, ANR Center Road No.1,
Besides Taj Krishna Hotel, Banjara hills,
Hyderabad-500034, Telangana, India.

AUDIT COMMITTEE:

Mr. Jeeten Anil Desai	- Chairman
Mr. Vijay Kumar Maistry	- Member
Mr. Amarender Reddy Bandaru	- Member

NOMINATION & REMUNERATION COMMITTEE:

Mr. Jeeten Anil Desai	- Chairman
Mr. Vijay Kumar Maistry	- Member
Mr. Amarender Reddy Bandaru	- Member

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Mr. Jeeten Anil Desai	- Chairman
Mr. Vijay Kumar Maistry	- Member
Mr. Amarender Reddy Bandaru	- Member

RISK MANAGEMENT COMMITTEE:

Mr. Jeeten Anil Desai	- Chairman
Mr. Vijay Kumar Maistry	- Member
Mr. Amarender Reddy Bandaru	- Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

Mr. Jeeten Anil Desai	- Chairman
Mr. Vijay Kumar Maistry	- Member
Mr. Amarender Reddy Bandaru	- Member

REGISTRAR & SHARE TRANSFER AGENTS:

M/s. Venture Capital and Corporate Investments Private Limited
AURUM", 5th Floor, Plot No.57,
Jayabheri Enclave Phase – II,
Gachibowli, Hyderabad – 500032
Phone Number: 040-23818475, 040-23818476,
Website: <https://www.vccipl.com/>
Email- online@vccipl.com

LISTED AT:

Bombay Stock Exchange Limited
Metropolitan Stock Exchange of India Limited

DEMAT ISIN NUMBER IN NSDL & CDSL:

INE027D01019

WEBSITE:

<https://www.nettlinx.com/>

INVESTOR E-MAIL ID:

secretarial@nettlinx.org; info@nettlinx.org

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of members of M/s. Nettlinx Limited will be held on Tuesday, the 23rd day of September, 2025 at 11.30 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at March 31, 2025, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors and Directors thereon.

2. To appoint a director in place of Mr. Venkateswara Rao Narepalem (DIN: 01116904) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:**3. Appointment of M/s Aakanksha Dubey & Co., Company Secretary as Secretarial Auditor of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or reenactment(s) thereof for the time being in force and based on the recommendation of the Audit Committee and the Board of Directors, the consent of the Members be and is hereby accorded for the appointment of M/s. Aakanksha Dubey & Co., Practicing Company Secretaries (Firm Unique Code: S2025TS1021000 & Peer Review Certificate No. 3363/2023) as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years, from financial year 2025-26 to financial year 2029-30, at such remuneration (plus applicable taxes and out of pocket expenses at actuals) and on such terms and conditions as may be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

4. Appointment of Mr. Sundeep Reddy Molakala (DIN: 07302447) 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, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("Rules"), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, as amended from time to time, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as "the Board," which term shall be deemed to include any Committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), Mr. Sundeep Reddy Molakala, who was appointed as

an Additional Director of the Company in the Independent category at the Board meeting held on 24.07.2025 and who holds office up to the date of the ensuing Annual General Meeting or within three months from the date of his appointment, whichever is earlier, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of five (5) years with effect from 24.07.2025 to 23.07.2030, and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

5. Appointment of Ms. Vaishnavi Nalabala (DIN: 09598868) 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, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("Rules"), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, as amended from time to time, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as "the Board," which term shall be deemed to include any Committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), Ms. Vaishnavi Nalabala, who was appointed as an Additional Director of the Company in the Independent category at the Board meeting held on 24.07.2025 and who holds office up to the date of the ensuing Annual General Meeting or within three months from the date of his appointment, whichever is earlier, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of five (5) years with effect from 24.07.2025 to 23.07.2030, and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

6. Re Appointment of Mr. Jeeten Anil Desai (DIN: 07254475) 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, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") the Companies (Appointment and Qualifications of Directors) Rules, 2014 as well as Regulations 17, 25, and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mr. Jeeten Anil Desai (DIN: 07254475), who was appointed as an Independent Director of the Company and who holds office of the

Independent Director up to November 09, 2025 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from November 9, 2025 up to November 8, 2030 (both days inclusive)."

Place: Hyderabad
Date: 07.08.2025

NOTES:

1. In view of the continuing Covid-19 pandemic and consequential restrictions imposed on the movements of people, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, Circular No. 03/2022 dated 05.05.2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") and SEBI 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, Circular SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, circular no. SEBI/ HO/ CFD/ PoD-2/P/ CIR/ 2023/ 4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024. Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the MCA Circulars granted certain relaxations and thus permitted the holding of Annual General Meeting ("AGM") of the companies through VC/OAVM viz. without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA / SEBI Circulars, as applicable, the AGM of the Company is being held through VC / OAVM (e-AGM).
2. The Deemed Venue of the 32nd AGM of the Company shall be its Registered Office.
3. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility for/during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes.
4. Since the AGM will be held through VC, the Route Map is not annexed to this Notice. The registered office of the Company shall be deemed to be the venue for the AGM.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum of the AGM under Section 103 of the Act.
6. Compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the AGM along with the Annual Report (viz. Financial Statement) for Financial Year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/R&T Agent. Members may note that the Notice and Annual Report for Financial Year 2024-25 will also be available on the Company's website <https://www.nettlinx.com/>, websites of the Stock Exchanges i.e. BSE Limited and

"RESOLVED FURTHER THAT Any of the Directors of the Company be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents and returns, e-forms for the purpose of giving effect to the afore said resolution."

For and on behalf of the Board of Directors
Nettlinx Limited

Sd/-
Rohith Loka Reddy
Managing Director
(DIN: 06464331)

Metropolitan Stock Exchange of India Limited at www.bseindia.com and <https://www.msei.in> respectively and on the website of R&T Agent of the Company viz. Venture Capital and Corporate Investments Private Limited at <https://www.vccipl.com/>.

Alternatively, Member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy, DP ID (in case of electronic mode shares), folio No (in case of physical mode shares) via e-mail at the Email Id - online@vccipl.com for obtaining the Annual Report and Notice of e-AGM of the Company electronically.

7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. The facility of joining the e-AGM through VC / OAVM will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the e-AGM, and will be available for 1000 members on a first-come first-served basis. This rule would however not apply to participation in respect of large Shareholders (Shareholders holding 2% or more shares of the Company), Promoters, Institutional Investors, Auditors, Key Managerial Personnel and the Directors of the Company including Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 17.09.2025 to 23.09.2025 (both days inclusive) for the purpose of AGM.
10. M/s Aakanksha Dubey & Co., Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-Voting/e-Voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman, or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. The result will also be displayed on the website of the Company at www.bseindia.com, <https://www.msei.in/> (where the Company is listed) and www.evotingindia.com (agency providing e-Voting facility).
11. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email at aakanksha.shuklacs@gmail.com and the same should also be uploaded on the VC portal / e-Voting portal of CDSL.
12. Members who have not yet registered their e-mail addresses are requested to register the same with their DP in case the shares are held by them in demat mode and with RTA in case the shares are held by them in physical mode.

13. To register e-mail address for all future correspondence and update the bank account details, please follow the below process:

- a. Members holding shares in Demat mode can get their details registered/updated only by contacting their respective DP.
- b. Members holding shares in physical mode may register their email address and mobile number with the RTA by sending an e-mail request to the email ID online@vccipl.com. along with signed scanned copy of the request letter providing the email address and mobile number, self-attested copy of Permanent Account Number Card ("PAN") and copy of a share certificate for registering their email address. Additional details like name and branch of Bank along with bank account type, bank account number, 9-digit MICR code, 11-digit IFSC code and scanned copy of cancelled cheque will be required for updating bank account details.

14. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in demat mode are, therefore, requested to submit their PAN to their DP. Members holding shares in physical mode are required to submit their PAN details to the RTA.

15. As per the provisions of Section 72 of the Companies Act, 2013 ("the Act"), the facility for submitting nomination is available for Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same with their DP in case the shares are held by them in demat mode, and to the RTA, in case the shares are held in physical mode.

16. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:

A. VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and applicable circulars, the Members are provided with the facility to cast their vote electronically

(through remote e-Voting as well as the e-Voting system on the date of the AGM), through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice.

- ii. The remote e-Voting period commences on Saturday, the 20th day of September, 2025 (9.00 A.M. IST) and ends on Monday, the 22nd day of September, 2025 (5.00 P.M. IST). During this period, Members holding shares either in physical mode or in demat mode, as on Tuesday, the 16th day of September, 2025 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. A person who is not a Member as on the Cut-off date should treat Notice of this Meeting for information purposes only.
- iii. The Members who have cast their vote by remote e-Voting prior to the AGM may attend/ participate in the AGM through VC but shall not be entitled to cast their vote again.
- iv. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e., 16.09.2025
- v. Any person or non-individual Shareholders (in physical mode/ demat mode) who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow the steps mentioned below.
- vi. Login method for e-Voting and voting during the meeting for Individual Shareholders holding securities in demat mode.

In terms of the SEBI circular dated December 9, 2020 on the e-Voting facility provided by listed companies and as part of increasing the efficiency of the voting process, e-Voting process has been enabled to all individual Shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility. Login method for Individual Shareholders holding securities in demat mode is given below:

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>a. Users who have opted for Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>b. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider ("ESP") i.e. CDSL, for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all ESP i.e. CDSL/NSDL/ Venture Capital and Corporate Investments Private Limited, so that the user can visit the ESP website directly.</p> <p>c. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. CDSL where the e-Voting is in progress.</p>
Individual Shareholders holding securities in Demat mode with NSDL	<p>a. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com.</p> <p>b. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</p> <p>c. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider- CDSL and you will be re-directed to the CDSL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>d. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>e. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>f. A new screen will open. You will have to 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.</p> <p>g. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider- CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	<p>d. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>e. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>f. Click on Company name or e-Voting service provider name -CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

- vii. Login method for e-Voting and voting during the meeting for Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode.
- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on Shareholders tab/ module.
- c) Now Enter your User ID
 ➤ For CDSL: 16 digits beneficiary ID,
 ➤ For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 ➤ Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- f) If you are a first time user follow the steps given below:

Login type	For Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode.
PAN	Enter your 10-digit alpha-numeric "PAN" issued by Income Tax Department. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by RTA or contact RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, Shareholders holding shares in Demat mode will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat account holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- k) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- p) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- q) If a Demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot password and enter the details as prompted by the system.
- r) Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-Voting only.

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney ("POA") which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz; aakanksha.shuklacs@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC AND E-VOTING DURING THE AGM:

- i. The procedure for attending AGM and e-Voting on the day of AGM is same as the instructions mentioned above for e-Voting.
- ii. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- iii. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM.
- iv. The link for VC to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.

NETTLINX LIMITED

- v. Shareholders who have voted through remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- vi. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
- vii. Further Shareholders will be required to allow Camera (in case of speakers) and use Internet with a good speed to avoid any disturbance during the AGM.
- viii. 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.
- ix. Members (holding shares as on Cut-off date) who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request, on or before 15.09.2025, from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at cs@nettlinx.org. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- x. Only those Shareholders, who are present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- xi. If any Votes are cast by the Shareholders through the e-Voting available during the AGM and if the same Shareholders have not participated in the meeting through VC facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the Shareholders attending the AGM.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

17. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act, shall be available for inspection during the AGM at e-Voting portal.
18. Statement pursuant to Section 102(1) of the Act, in respect of the Special Business to be transacted at the AGM along with details pursuant to SEBI Regulations and other applicable laws are annexed hereto. All documents referred to in the accompanying Notice and the Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to cs@nettlinx.org.
19. The term 'Members' or 'Shareholders' has been used to denote Shareholders of Nettlinx Limited.
20. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.nettlinx.com/> and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Metropolitan Stock Exchange of India Limited and BSE Limited.

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

**Sd/-
Rohith Loka Reddy
Managing Director
(DIN: 06464331)**

**Place: Hyderabad
Date: 07.08.2025**

EXPLANATORY STATEMENT

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

Item No: 3 Appointment of M/s Aakanksha Dubey & Co., Practicing Company Secretaries, as Secretarial Auditor of the Company

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 August 07, 2025 have approved and recommended the appointment of M/s. Aakanksha Dubey & Co, Practicing Company Secretaries (Firm Unique Code: S2025TS1021000 & Peer Review Certificate No. 3363/2023) as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years to hold office from Financial Year 2025-26 to Financial Year 2029-30.

The Audit Committee and the Board of Directors considered the following factors in recommending the appointment of M/s. Aakanksha Dubey & Co, as Secretarial Auditors of the Company:

- a. background of the firm, their experience and competence in conducting secretarial audit of the Company; and
- b. ability of the firm to understand the business of the Company and identify compliance of major laws and regulations applicable to the Company
- c. the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the 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.

Besides the secretarial audit services, the Company may also obtain certifications from Aakanksha Dubey & Co under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any.

Accordingly, Members are requested to confirm the appointment of M/s. Aakanksha Dubey & Co, Practicing Company Secretary, as Secretarial Auditors of the Company, to conduct the Secretarial Audit for a period of 5(five) consecutive years i.e. FY 2025-26 to FY 2029-30.

The Board recommends an ordinary resolution set out at item number 3 of the accompanying notice for approval of Members

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

Item No: 4 Appointment of Mr. Sundeepp Reddy Molakala (DIN: 07302447) as an Independent Director of the Company.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on July 24, 2025 appointed Mr. Sundeepp Reddy Molakala as an Additional Director who shall hold office up to the date of the ensuing Annual General Meeting or within three months from her appointment, whichever is earlier, pursuant to the provisions of Section 161 of the Act and rules made thereunder and the Articles of Association of the Company.

The Nomination and Remuneration Committee (NRC), taking into consideration the skills, expertise, and competencies required for the Board in the context of the Company's business and sectors, and based on the performance evaluation, concluded and recommended to the Board that Mr. Sundeepp Reddy Molakala qualifications and extensive experience meet the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Sundeepp Reddy Molakala continues to possess the

identified core skills, expertise, and competencies fundamental for effective functioning in her role as an Independent Director of the Company.

The Company has received a declaration from Mr. Sundeepp Reddy Molakala confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of the Listing Regulations, Mr. Sundeepp Reddy Molakala has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated, which could impair or impact his ability to discharge his duties. Mr. Sundeepp Reddy Molakala has confirmed that he is not debarred from holding the office of Director of the Company by virtue of any SEBI order or any other such authority.

Further, Mr. Sundeepp Reddy Molakala is not disqualified from being appointed as a Director under Section 164 of the Act and has given her consent to act as a Director. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA). Mr. Sundeepp Reddy Molakala has also passed the online proficiency self-assessment test conducted by the IICA.

Accordingly, it is proposed to appoint Mr. Sundeepp Reddy Molakala as an Independent Director of the Company, who shall not be liable to retire by rotation. The Board recommends a Special Resolution set out at item number 4 of the accompanying notice for approval of Members.

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

Item No: 5 Appointment of Ms. Vaishnavi Nalabala (DIN: 09598868) as an Independent Director of the Company

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on July 24, 2025 appointed Ms. Vaishnavi Nalabala as an Additional Director who shall hold office up to the date of the ensuing Annual General Meeting or within three months from her appointment, whichever is earlier, pursuant to the provisions of Section 161 of the Act and rules made thereunder and the Articles of Association of the Company.

The Nomination and Remuneration Committee (NRC), taking into consideration the skills, expertise, and competencies required for the Board in the context of the Company's business and sectors, and based on the performance evaluation, concluded and recommended to the Board that Ms. Vaishnavi Nalabala qualifications and extensive experience meet the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Ms. Vaishnavi Nalabala continues to possess the identified core skills, expertise, and competencies fundamental for effective functioning in her role as an Independent Director of the Company.

The Company has received a declaration from Ms. Vaishnavi Nalabala confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of the Listing Regulations, Ms. Vaishnavi Nalabala has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated, which could impair or impact his ability to discharge his duties. Ms. Vaishnavi Nalabala has confirmed that she is not debarred from holding the office of Director of the Company by virtue of any SEBI order or any other such authority.

Further, Ms. Vaishnavi Nalabala is not disqualified from being appointed as a Director under Section 164 of the Act and has given her consent to act as a Director. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA). Ms. Vaishnavi

Nalabala has also passed the online proficiency self-assessment test conducted by the IICA.

Accordingly, it is proposed to appoint Ms. Vaishnavi Nalabala as an Independent Director of the Company, who shall not be liable to retire by rotation. The Board recommends a Special Resolution set out at item number 5 of the accompanying notice for approval of Members.

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

Item No: 6: Re Appointment of Mr. Jeeten Anil Desai (DIN: 07254475) as an Independent Director of the Company

Mr. Jeeten Anil Desai was appointed as an independent director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules") by the Board, with effective form November 10, 2020, to hold office up to November 09, 2025. The members at the AGM held on September 24, 2021 had approved the same. He is due for retirement from the first term as an independent director on November 09, 2025. The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Jeeten Anil Desai during her first term of 5 (five) years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his reappointment for a second term of 5 (five) years. The NRC has considered his diverse skills, leadership capabilities, expertise in governance, finance, risk management, tax & regulatory advisory, business reorganization, and vast business experience, among others, as being key requirements for this role.

In view of the above, the NRC and the Board are of the view that Jeeten Anil Desai possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an independent director. Based on the recommendation of the NRC, the Board, recommended the reappointment of Jeeten Anil Desai as an independent director, not liable to retire by rotation, for a second term of 5 (five) years effective November 09, 2025 to November 08, 2030 (both days inclusive). As per Section 149 of the Act, an independent director may hold office for two terms up to 5 (five) consecutive years each.

Jeeten Anil Desai fulfils the requirements of an independent director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations. The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the reappointment of Jeeten Anil Desai for the office of Independent Director under the provisions of Section 149 of the Act. The Company has received all statutory disclosures / declarations from Jeeten Anil Desai, to the effect that he is not disqualified under subsection (2) of Section 164 of the Act, and iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

In the opinion of the Board and based on its evaluation, Jeeten Anil Desai fulfils the conditions specified in the Act, and Rules made there under and LODR Regulations for his reappointment as an independent director of the Company and he is independent of the Management of the Company. The Board considers that the continued association of Jeeten Anil Desai would be of immense benefit to the Company and is desirable to continue to avail his services as an independent director. The resolution seeks the approval of members for the reappointment of Jeeten Anil Desai as an independent director of the Company, for a second term of 5 (five) years effective November 09, 2025 to November 08, 2030, (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made there under including any statutory modification (s) or re-enactment(s) thereof and his office shall not be liable to retire by rotation.

Accordingly, it is proposed to appoint Mr. Jeeten Anil Desai as an Independent Director of the Company, who shall not be liable to retire by rotation. The Board commends the Special Resolution set out in Item No. 6 of the accompanying Notice for approval of the Members.

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

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

Name of the Director	Mr. Sundeep Reddy Molakala	Ms. Vaishnavi Nalabala
DIN	07302447	09598868
Date of Birth	18/04/1983	18/01/1996
Date of first appointment	NA	NA
Board Meetings attended during the year	NA	NA
Brief Resume, Qualification and Experience	A seasoned professional with over 20 years of leadership experience in the Manufacturing and Telecom industry. Proven track record of strategic decision-making and outstanding management skills, aimed at enhancing overall organizational performance. Strong ability to lead cross functional teams and foster a collaborative environment encouraging innovation and efficiency.	Vaishnavi Nalabala is a qualified management professional with more than seven years of experience spanning risk advisory, strategic operations, and business management. She holds a Master of Business Administration (MBA) along with a Post Graduate Diploma in Business Management (PGDBM), with dual specialization in Finance and Marketing. Vaishnavi began her career with global consulting firms Ernst & Young (EY) and Deloitte, where she served as a Risk Analyst and Solution Advisor. During this time, she was actively involved in assessing internal control frameworks, identifying risk exposures, and advising on process improvements for clients across multiple sectors. She later worked closely with founder's offices and has experience managing operations across companies. She is currently a Director at two companies-one in the digital platform space, and another in the financial services sector.

Expertise in specific functional area	Strategic decision-making, Equity research, and Investment Advisory	Risk Management and Advisory Services
Terms and conditions of appointment	Appointment as Non-Executive Director (Independent) w.e.f. 24.07.2025 for a period of 5 years	Appointment as Non-Executive Director (Independent) w.e.f. 24.07.2025 for a period of 5 years
Remuneration drawn, if any	Not Applicable	Not Applicable
Relationships between Directors inter se	Except Mr. Sundeep Reddy Molakala, Independent Director being his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.	Except Ms. Vaishnavi Nalabala, Independent Director being his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.
Name of the Listed entities in which the person also holds the directorship and the membership of the committees of the Board along with the Listed entities from which the person has resigned in the past three years*	Nil	Nil
Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. Green Smart Infracon Private Limited 2. Green Tech Engineering Systems Private Limited	1. TRU Alpha Financing and Advisory Services Limited 2. Hoddli Digital Platform Private Limited
Number of shares held in the Company	Mr. Sundeep Reddy Molakala is not holding any equity shares of the Company as on date.	Ms. Vaishnavi Nalabala is not holding any equity shares of the Company as on date.

Name of the Director	Mr. Jeeten Anil Desai
DIN	07254475
Date of Birth	05/05/1983
Date of first appointment	10/11/2020
Board Meetings attended during the year	5 (Five)
Brief Resume, Qualification and Experience	Mr. Jeeten Anil Desai is a management certificate holder from the Indian School of Business and is currently a partner with the Angaros Group. Previous to that, as an Electronics Engineer with a major in Telecommunication, he worked in Telecom Product/Services businesses across markets like India, Belgium and New Zealand. In his last role as product Manager with Alcatel-Lucent New Zealand, he helped lead the wireline business (Copper and Fiber Broadband) for New Zealand and Pacific Islands.
Expertise in specific functional area	Strategic decision-making, Equity research, and Investment Advisory
Terms and conditions of appointment	Appointment as Non-Executive Director (Independent) w.e.f. 09.11.2025 for a period of 5 years
Remuneration drawn, if any	Not Applicable
Relationships between Directors inter se	Except Mr. Jeeten Anil Desai, Independent Director being his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.
Name of the Listed entities in which the person also holds the directorship and the membership of the committees of the Board along with the Listed entities from which the person has resigned in the past three years*	Nil
Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. Ambiator Private Limited 2. Angaros Managemnet Company Private Limited 3. Jerians Consultancy (OPC) Private Limited
Number of shares held in the Company	Mr. Jeeten Anil Desai is not holding any equity shares of the Company as on date.

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

**Sd/-
Rohith Loka Reddy
Managing Director
(DIN: 06464331)**

**Place: Hyderabad
Date: 07.08.2025**

DIRECTORS' REPORT

**To the Members,
Nettlinx Limited,
Hyderabad, Telangana, India**

The Board of Directors hereby submits the report of the business and operations of your Company ('the Company' or 'Nettlinx') along with the audited "Financial statement for the "Financial Year ended March 31, 2025. The Consolidated performance of the Company and its subsidiaries has been referred to where required.

1. Financial summary/highlights:

The key highlights of the financial performance of the company during the period ended 31st March, 2025 has been as under:

(Amounts Rs In Lakhs)

Particulars	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Turnover/Income (Gross)	2271.79	1998.33	3,352.42	3,274.93
Other Income	7.43	4.49	709.11	13.95
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	1,025.11	1,068.9	1,386.66	1329.3
Less: Depreciation/ Amortisation/ Impairment	101.50	92.57	109.51	99.20
Profit /loss before Finance Costs, Exceptional items and Tax Expense	923.61	976.33	1277.15	1230.1
Less: Finance Costs	123.17	98.88	126.23	100.54
Profit /loss before Exceptional items and Tax Expense	800.44	877.45	1,150.92	1,129.56
Add/(less): Exceptional items	--	--	--	--
Profit /loss before Tax Expense	800.44	877.45	1150.92	1129.56
Less: Tax Expense	220.52	241.83	413.69	312.36
Less: Deferred Tax	(2.42)	(0.14)	(2.22)	0.29
Less: MAT Credit	--	--	(102.63)	--
Less: Previous Year Tax	13.87	1.90	17.30	1.97
Profit /loss for the year (1)	568.46	633.85	824.78	814.94
Total Comprehensive Income/loss (2)	19.58	26.72	444.94	181.82
Total (1+2)	588.04	660.57	1269.72	996.76
Balance of profit /loss for earlier years	1843.22	1918.16	699.57	774.51
Less: Transfer to Debenture Redemption Reserve	--	--	----	----
Less: Transfer to Reserves	--	--	----	----
Less: Dividend paid on Equity Shares	96.71	74.94	96.71	74.94
Less: Dividend paid on Preference Shares	--	--	----	----
Less: Dividend Distribution Tax	--	--	----	----
Balance carried forward	2314.97	1843.22	1427.65	699.57

2. Overview & state of the company's affairs: Revenues – standalone

During the year under review, the Company has recorded an income of Rs. 2271.79 Lakhs and profit of Rs. 568.46 Lakhs as against the income of Rs. 1998.33 Lakhs and profit of Rs. 633.85 Lakhs in the previous financial year ending 31.03.2024.

Revenues – Consolidated

During the year under review, the Company has recorded an income of Rs. 3,352.42 Lakhs and Profit of Rs. 824.78 Lakhs as against the income of Rs. 3,274.93 Lakhs and profit of Rs. 814.94 Lakhs in the previous financial year ending 31.03.2024.

3. Dividend:

Keeping the Company's growth plans in mind, your directors have decided not to recommend dividend for the year.

4. Transfer to reserves:

Pursuant to provisions of Section 134 (3) (j) of the Companies Act, 2013, the company has not proposed to transfer any amount to general reserves account of the company during the year under review.

5. Investor Relations:

The Company continuously strives for excellence in its Investor Relations engagement with International and Domestic investors through structured conference-calls and periodic investor/analyst interactions like individual meetings, participation in investor conferences, quarterly earnings calls and analyst meet from time to time. The Company ensures that critical information about the Company is available to all the investors, by uploading all such information on the Company's website.

6. Material changes & commitment affecting the financial position of the company:

There have been no material changes and commitments affecting the financial position of the Company which have occurred during the end of the Financial Year of the Company to which the financial statements relate and the date of the report.

7. Significant & material orders passed by the regulators or courts or tribunals:

No significant or material orders have been passed against the Company by the Regulators, Courts or Tribunals, which impacts the going concern status and company's operations in future.

8. Transfer of un-claimed dividend to Investor Education and Protection:

The Company has not transferred any amount against un-claimed dividend to Investor Education and Protection Fund during the period under report.

9. Details of Nodal Officer:

The Company has designated Mr. Venkateswara Rao Narepalem as a Nodal Officer for the purpose of IEPF.

10. Investor Education and Protection Fund (IEPF):

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

During the Year, the Company has not transferred any amount to Investor Education and Protection Fund.

11. Revision of financial statements:

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

12. Change in the nature of business, if any:

The Company has not undergone any change in the nature of business during the FY 2024-25.

13. Deposits from public:

The Company has not accepted any public deposits during the Financial Year ended March 31, 2025 and as such, no amount of principal or interest on public deposits was outstanding as on the date of the balance sheet.

Since the Company has not accepted any deposits during the Financial Year ended March 31, 2025, there has been no non-compliance with the requirements of the Act.

14. Depository System:

SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 mandate that the transfer, except transmission and transposition, of securities shall be carried out in dematerialized form only with effect from 1st April 2019. In view of the numerous advantages offered by the Depository system as well as to avoid frauds, members holding shares in physical mode are advised to avail of the facility of dematerialization from either of the depositories.

The Company has, directly as well as through its RTA, sent intimation to shareholders who are holding shares in physical form, advising them to get the shares dematerialized.

15. Subsidiary companies:

Your Company has Five subsidiaries namely Nettlinx Technologies Private Limited, Nettlinx Realty Private Limited, Sri Venkateswara Green Power Projects Limited, Salion SE and Nettlinx INC as on March 31, 2025.

In accordance with Section 129(3) of the Act, Consolidated Financial Statements have been prepared which form part of this Annual Report. As required under Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing the salient features of the financial statements of the subsidiaries in the prescribed form AOC-1 is enclosed as **Annexure – 1** to this Report.

In accordance with Section 136 of the Act, the separate audited accounts of the subsidiary companies will be available on the website of the Company, www.nettlinx.com and the Members desirous of obtaining the accounts of the Company's subsidiaries may obtain the same upon request. These documents will be available for inspection by the members, till the date of AGM during business hours at registered office of the company.

The Policy for determining Material Subsidiaries, adopted by your Board, in conformity with the SEBI Listing Regulations can be accessed on the Company's website at www.nettlinx.com.

16. Performance highlights of key operating subsidiaries:
a. Nettlinx Technologies Private Limited

Nettlinx Technologies Private Limited is a wholly owned subsidiary of Nettlinx Realty Private Limited. Nettlinx Technologies Private Limited is a global Information Technology company which provides Information Technology Support Services in field of System Administration, System Architect, Datacenter Support, Business Continuity, Disaster Recovery, Storage, Backup and Virtualization.

In the rapidly changing technology world, Enterprises recognize that all of the new technology products they want to deploy - IoT, serverless, containers, hybrid cloud, AI – require a robust, flexible, secure, self-healing, software & hardware driven high quality equipment & devices that can be integrated, leading to a seamless hyper converged technological advantage to achieve efficient productivity with commercially viable pricing and sustained after sales service extended model. We work 24/7. The support includes:

- Servers, Routers & Networks Switches
- Cabling, Wireless equipment & Wi-Fi devices
- Firewalls
- Projectors
- DLP (Digital Light Processing)
- Projectors - LCD (Liquid Crystal Display)
- Mobile Jammers

- Printers / Photocopiers/ Scanners
- Internal LAN projects
- CCTV and security surveillance
- Biometric
- Technical Manpower Services
- Web Hosting Services
- Co-location Services - Managed Data Centre Services

b. Nettlinx Realty Private Limited

The Company, several years back, has acquired a land at Gachibowli at Hyderabad. The company has transferred the land in Nagpur to an LLP for development which is currently under process. We should be able to monetize this over next 3 to 4 years. The Company has initiated the process of considering possible tie up with leading Companies to jointly leverage this land bank for possible conversion into residential / commercial property development projects.

c. Salion SE

Salion SE is a subsidiary of Nettlinx Limited. It has acquired 95% of Salion SE of Germany

Salion SE is an Management consultant company based out of Berlin, Germany.

d. Nettlinx INC

Nettlinx Inc. is a US (registered office in NJ) corporation. We are into software consulting, network services, application development, and outsourcing and managed cloud services.

Currently, we are developing a micro ERP application framework. It is aimed at small businesses which do not need the complex structure that a full-fledged ERP provides. The target market small businesses which do not have the need or utilize their own IT department. Currently, it is in production with two pharmaceutical distributors.

e. Sri Venkateswara Green Power Projects Limited

Given that the power project is underrated business and the progress was very slow. Hence, the Board has decided to exist the business in the FY

17. Companies which have become or ceased to be subsidiaries:

During the FY 2024-25, there was no change in subsidiaries. For further analysis on the consolidated performance, the attention is invited to the section on Management Discussion and Analysis and notes to the consolidated financial statements.

As on the date of this report Sri Venkateswara Green Power Projects Limited ceased to be subsidiary of the company w.e.f. 06.08.2025

18. Investment in subsidiaries:

During financial year 2024-25, the Company had not infused any capital in Subsidiary Companies.

19. Independent director's familiarization programmes:

Independent Directors are familiarized about the Company's operations, businesses, financial performance and significant development so as to enable them to take well-informed decisions in timely manner. Interaction with the Business heads and key executives of the Company is also facilitated. Detailed presentations on important policies of the Company are also made to the directors. Direct meetings with the Chairperson are further facilitated to familiarize the incumbent Director about the Company/its businesses and the group practices.

The details of familiarisation programme held in FY 2024-25 are also disclosed on the Company's website and its web link is www.nettlinx.com

20. Board Evaluation

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

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

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

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India. In a separate meeting of Independent Directors, performance of Non Independent Directors, the Board as a whole and Chairman of the Company was evaluated, taking into account the views of Executive and Non-Executive Directors. The Board and the NRC reviewed the performance of individual directors on the basis of criteria such as contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. At the Board meeting that followed the meeting of the Independent Directors and meeting of NRC, the performance of the Board, its Committees, and individual directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board.

The detailed procedure followed for the performance evaluation of the Board, Committees and Individual Directors is enumerated in the Corporate Governance Report.

21. Meetings of the Board:

The Board of Directors duly met Five (5) times on 10.05.2024, 25.07.2025, 13.11.2024, 17.01.2025 and 03.02.2025 and in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

22. Committees of the Board:

There are various Board constituted Committees as stipulated under the Act and Listing Regulations namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship and Risk Management Committee. Brief details pertaining to composition, terms of reference, meetings held and attendance thereof of these Committees during the year have been enumerated in Corporate Governance Report forming part of this Annual Report.

23. Audit Committee Recommendations:

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

24. Directors and key managerial personnel (KMP):

a) Appointment/Re-appointment of Directors of the Company:

Appointment of Mr. Sreenivasa Rao Kurra (DIN: 06386417) as an Independent Director of the company w.e.f. 13.11.2024

Appointment of Mr. Satya Raja Shakar Praharaju (DIN: 10832201) as an Independent Director of the company w.e.f. 13.11.2024

Appointment of Mr. Amarender Reddy Bandaru (DIN: 01750325) as Independent Director of the company w.e.f. 10.05.2025

Appointment of Mr. Sundeepp Reddy Molakala (DIN: 07302447) as Additional Director in Independent Category w.e.f. 24.07.2025 subject to the approval of the shareholders in the ensuing general meeting.

Appointment of Ms. Vaishnavi Nalabala (DIN: 09598868) as Additional Director in Independent Category w.e.f. 24.07.2025 subject to the approval of the shareholders in the ensuing general meeting.

b) Resignation/ Cessation of Directors of the Company:

Resignation of Mr. Vijaya Bhasker Reddy Maddi (DIN: 00278842) as a Independent Director of the company w.e.f. 06.02.2025

Resignation of Mrs. Radhika Kundur (DIN: 07135444) as a Director of the company w.e.f. 25.04.2025

c) Retire By Rotation:

In terms of Section 152(6) of the Companies Act, 2013, Mr. Venkateswara Rao Narepalem (DIN: 01116904) Director of the Company is liable to retire by rotation at the forthcoming Annual General Meeting. Based on the performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board recommends reappointment of Mr. Venkateswara Rao Narepalem (DIN: 01116904) as Director of the Company.

d) Key Managerial Personnel:

Key Managerial Personnel for the financial year 2024-25

- Mr. Rohith Loka Reddy Managing Director of the company appointed w.e.f. 10.05.2025
- Mr. Manohar Reddy Loka Managing Director of the company resignation w.e.f. 10.05.2025
- Mr. Sai Ram Gandikota, Company Secretary & Compliance Officer of the Company Resigned w.e.f. 10.05.2025
- Mr. N Mahender Reddy, Company Secretary & Compliance Officer of the Company Appointed w.e.f. 01.08.2025
- Mr. Venkateswara Rao Narepalem, Chief financial officer of the company

25. Statutory audit and auditors report:

At the Twenty-ninth AGM held on August 4, 2022, the Members approved the re-appointment of M/s. Niranjana & Narayan, Chartered Accountants (Firm Registration No. 005899S) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the thirty-Four AGM to be held in the year 2027.

The Auditors' Report for fiscal year 2024-2025 does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report. The Company has received audit report with unmodified opinion for both Standalone and Consolidated Audited Financial Results of the Company for the Financial Year ended March 31, 2025 from the statutory auditors of the Company.

The Auditors have confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India (ICAI) and hold valid certificate issued by the Peer Review Board of the ICAI.

26. Internal auditors:

Pursuant to provisions of Section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014 and Section 179 read with Rule 8(4) of the Companies (Meetings of Board and its Powers) Rules, 2014; during the year under review, the Internal Audit of the functions and activities of the Company was undertaken by M/s SYB & Co., the Internal Auditor of the Company.

Deviations are reviewed periodically and due compliance was ensured. Summary of Significant Audit Observations along with recommendations and its implementations are reviewed by the Audit Committee and concerns, if any, are reported to the Board. There were no adverse remarks or qualification on accounts of the Company from the Internal Auditor.

27. Secretarial Auditor and Report:

In compliance with Regulation 24A of the SEBI Listing Regulations and Section 204 of the Act, the Board at its meeting held on September 07, 2025, based on recommendation of the Audit Committee, has approved the appointment of Aakanksha Dubey & Co., Practising

Company Secretaries, a peer reviewed firm (Firm Registration No. S2025TS1021000) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members at the ensuing AGM.

The Secretarial Audit was carried out by M/s VCSR & Associates, Practicing Company Secretary for the financial year ended March 31, 2025. The Report given by the Secretarial Auditor is annexed herewith as Annexure-2 and forms integral part of this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

28. Annual Secretarial Compliance Report:

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 read with Regulation 24(A) of the Listing Regulations, directed listed entities to conduct Annual Secretarial compliance audit from a Practicing Company Secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder. Further, Secretarial Compliance Report dated May 20, 2025, was given by M/s. VCSR & Associates, Practicing Company Secretary which was submitted to Stock Exchanges within 60 days of the end of the financial year.

29. Secretarial Audit of Material Unlisted Indian Subsidiaries:

M/s. Nettlinx Realty Private Limited (NRPL) and M/s Nettlinx Technologies Private Limited (NTPL) and Sri venkateswara Green Power Projects Limited are a material subsidiary of the Company undertake Secretarial Audit every year under Section 204 of the Companies Act 2013. The Secretarial Audit of NRPL and NTPL and Sri venkateswara Green Power Projects Limited for the Financial Year 2024-25 was carried out pursuant to Section 204 of the Companies Act 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Secretarial Audit Report of NRPL and NTPL, submitted by M/s. VCSR & Associates, Practicing Company Secretary.

The Reports given by the Secretarial Auditor is annexed herewith and forms integral part of this Report.

As required under Regulation 16(1) (C) of Listing Regulations, the Company has formulated and adopted a policy for determining 'Material' Subsidiaries, which has been hosted on its website at: <https://www.nettlinx.com/>

30. Cost records and cost audit:

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act, are not applicable for the business activities carried out by the Company.

31. No Frauds reported by statutory auditors

During the Financial Year 2024-25, the Auditors have not reported any matter under section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under section 134(3) (ca) of the Companies Act, 2013.

32. Declaration by the Company

None of the Directors of the Company are disqualified for being appointed as Directors as specified in Section 164 (2) of the Act read with Rule 14 of Companies (Appointment and Qualifications of Directors) Rules, 2014.

33. Conservation of energy, technology absorption and foreign exchange outgo:

The required information as per Sec.134 (3) (m) of the Companies Act 2013 is provided hereunder and Rule 8 of Companies (Accounts) Rules, 2014:

A. Conservation of Energy:

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

B. Technology Absorption:

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

C. Foreign Exchange Earnings and Out Go:

1. Foreign Exchange Earnings: Nil
2. Foreign Exchange Outgo: Nil

34. Management discussion and analysis report:

Management discussion and analysis report for the year under review as stipulated under Regulation 34(2) (e) read with schedule V, Part B of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 with the stock exchange in India is annexed herewith as Annexure- 3 to this report.

35. Risk management policy:

The Board of Directors had constituted Risk Management Committee to identify elements of risk in different areas of operations and to develop policy for actions associated to mitigate the risks. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continual basis.

36. Corporate governance:

Your Company has taken adequate steps to ensure compliance with the provisions of Corporate Governance as prescribed under the Listing Regulations. A separate section on Corporate Governance, forming a part of this Report and the requisite certificate from the Company's Auditors confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance as Annexure-4.

37. Annual Return:

Pursuant to Sections 92 & 134(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules,

2014, the Annual Return in Form MGT-7 is also available on the Company's website URL: <https://www.nettlinx.com/>

38. Authorised and paid-up capital of the company:

The authorized capital of the company stands at Rs. 34,50,00,000/- divided into 3,45,00,000 equity shares of Rs.10/- each.

The company's paid up capital is Rs. 24,17,66,240 /- divided into 2,14,76,624 equity shares of Rs. 10/- each.

39. Declaration of independence:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with both the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1) (b) read with Regulation 25 of the Listing Regulations attached as Annexure-5.

In compliance with Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014, all the PIDs of the Company have registered themselves with the India Institute of Corporate Affairs (IICA), Manesar and have included their names in the databank of Independent Directors within the statutory timeline.

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

In terms of Regulations 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

During the year, Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board of Directors and Committee(s).

40. Director's Responsibility Statement:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that for the financial year ended March 31, 2025:

- a) in the preparation of the annual accounts for the financial year ended 31 March 2025, the applicable accounting standards and schedule III of the Companies Act, 2013 have been followed and there are no material departures from the same;
- b) 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 your Company as on 31 March 2025 and of the profit and loss of the Company for the financial year ended 31 March 2025;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for

safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) The annual accounts have been prepared on a going concern basis;
- e) Proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) Proper systems to ensure compliance with the provisions of all applicable laws were followed and that such systems were adequate and operating effectively.

41. Vigil Mechanism/Whistle Blower Policy:

The Company has formulated a Vigil Mechanism / Whistle Blower Policy pursuant to Regulation 22 of the Listing Regulations and Section 177(10) of the Act, enabling stakeholders to report any concern of unethical behaviour, suspected fraud or violation.

The said policy inter-alia provides safeguard against victimization of the Whistle Blower. Stakeholders including directors and employees have access to the Managing Director & CEO and Chairperson of the Audit Committee.

During the year under review, no stakeholder was denied access to the Chairperson of the Audit Committee.

The policy is available on the website of the Company at www.nettlinx.com.

42. Corporate social responsibility policy:

The Company's CSR initiatives and activities are aligned to the requirements of Section 135 of the Act. A brief outline of the CSR policy and the initiatives undertaken by the Company on CSR activities during the year under review are set out in Annexure-8 of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

This Policy is available on the Company's website at <https://www.nettlinx.com/policies.html>

For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which forms part of this report.

43. Secretarial Standards:

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and such systems are adequate and operating effectively. During the year under review, the Company was in compliance with the Secretarial Standards (SS) i.e., SS-1 and SS- 2, relating to "Meetings of the Board of Directors" and "General Meetings", respectively.

44. Insurance:

The properties and assets of your Company are adequately insured.

45. Particulars of Loans, Guarantees or Investments

The particulars of loans, guarantees and investments as per Section 186 of the Act by the Company have been disclosed in the financial statements.

46. Internal Financial Control Systems:

Your Company has well laid out policies on financial reporting, asset management, adherence to Management policies and also on promoting compliance of ethical and well-defined standards. The Company follows an exhaustive budgetary control and standard costing system. Moreover, the management team regularly meets to monitor goals and results and scrutinizes reasons for deviations in order to take necessary corrective steps. The Audit Committee which meets at regular intervals also reviews the internal control systems with the Management and the internal auditors.

The internal audit is conducted at the Company and covers all key areas. All audit observations and follow up actions are discussed with the Management as also the Statutory Auditors and the Audit Committee reviews them regularly.

47. Related Party Transactions:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. During the financial year 2024-25, there were 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.

In line with the provisions of Section 177 of the Act read with the Companies (Meetings of the Board and its Powers) Rules, 2014, omnibus approval for the estimated value of transactions with the related parties for the financial year is obtained from the Audit Committee. The transactions with the related parties are routine and repetitive in nature.

The summary statement of transactions entered into with the related parties pursuant to the omnibus approval so granted are reviewed & approved by the Audit Committee and the Board of Directors on a quarterly basis. The summary statements are supported by an independent audit report certifying that the transactions are at an arm's length basis and in the ordinary course of business

The Form AOC-2 pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is annexed herewith as Annexure-6 to this report.

48. Policy on director's appointment and remuneration:

In adherence to the provisions of Section 134(3)(e) and 178(1) & (3) of the Companies Act, 2013, the Board of Directors upon recommendation of the Nomination and Remuneration Committee approved a policy on Director's appointment and remuneration, including, criteria for determining qualifications, positive attributes, independence of a Director and other matters. The said Policy extract is covered in Corporate Governance Report which forms part of this Report and is also uploaded on the Company's website at www.nettlinx.com.

49. Particulars of Employees and related Disclosure:

Disclosure pertaining to remuneration and other details as required under section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in Annexure-7 to this Report.

The Statement containing the particulars of employees as required under section 197(12) of the Companies Act, 2013 read with rule 5(2) and other applicable rules (if any) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding

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

50. Implementation of Corporate Action

During the year under review, the Company has not implemented any Corporate Actions.

51. Shares transferred to investor education and protection fund:

No shares were transferred to the Investor Education and Protection Fund during the year under review.

52. Ratio of remuneration to each director:

Under section 197(12) of the Companies Act, 2013, and Rule 5(1) (2) & (3) of the Companies (Appointment & Remuneration) Rules, 2014 read with Schedule V of the Companies Act, 2013 the ratio of remuneration is mentioned in Annexure -7

53. Non-executive directors' compensation and disclosures:

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

54. Industry based disclosures as mandated by the respective laws governing the company:

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

55. Failure to implement corporate actions:

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

56. Corporate insolvency resolution process initiated under the insolvency and bankruptcy code, 2016.

No corporate insolvency resolution processes were initiated against the Company under the Insolvency and Bankruptcy

Code, 2016, during the year under review.

57. Details of difference between valuation amount on one time settlement and valuation while availing loan from banks and Financial institutions:

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

58. Policies:

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All the policies are available on our website (<https://www.nettlinx.com/>). The policies are reviewed periodically by the Board and updated based on need and new compliance requirement.

Name of the policy	Brief Description	Website link
Board Diversity Policy	At, Nettlinx Limited we believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors.	https://www.nettlinx.com/
Nomination and Remuneration Policy	This policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a director (executive / non-executive) and also the criteria for determining the remuneration of the Directors, key managerial personnel and other employees.	https://www.nettlinx.com/
Policy on Material Subsidiaries	The policy is used to determine the material subsidiaries and material non-listed Indian subsidiaries of the Company and to provide the governance framework for them.	https://www.nettlinx.com/
Related Party Transaction Policy	The policy regulates all transactions between the Company and its related parties	https://www.nettlinx.com/

59. Statutory compliance:

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

60. Code of conduct for the prevention of insider trading:

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, the Company has formulated a Code of Conduct for Prevention of Insider Trading ("Insider Trading Code") and a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information ("UPSI").

The Code of Practices and Procedures for fair disclosure of UPSI is available on the website of the Company at <https://www.nettlinx.com/>

61. CEO/CFO Certification:

As required Regulation 17(8) read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO/CFO certification is attached with the annual report as Annexure-9.

62. Statement on Maternity Benefit Compliance:

The company has complied with the provisions of Maternity Befit Act 1961 for the Financial Year 2024-25.

63. Prevention of sexual harassment at workplace:

The Company has always believed in providing a safe and harassment free workplace for every individual working in its premises through various policies and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has adopted a policy on Prevention of Sexual Harassment at Workplace which aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of undesired behavior. An Internal Complaints Committee ("ICC") has been set up by the senior management (with women employees constituting the majority). The ICC is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the Policy.

During the financial year ended March 31, 2025, no complaints pertaining to sexual harassment have been received.

64. Green Initiatives:

In commitment to keep in line with the Green Initiative and going beyond it to create new green initiatives, electronic copy of the Notice of 26th Annual General Meeting of the Company are sent to all Members whose email addresses are registered with the Company/Depository Participant(s). For members who have not registered their e-mail addresses, physical copies are sent through the permitted mode.

65. Event Based Disclosures

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

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

66. Disclosure pursuant to Part A of Schedule V of SEBI LODR

Disclosure pursuant to Part-A of Schedule V read with Regulation 34(3) of SEBI is attached as Annexure-2 of this report.

67. Other Disclosures:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a. Issue of equity shares with differential rights as to dividend, voting or otherwise.
- b. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
- c. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

68. Appreciation & acknowledgement:

Your Directors place on record their appreciation for the overwhelming co-operation and assistance received from the investors, customers, business associates, bankers, vendors, as well as regulatory and governmental authorities. Your Directors also thanks the employees at all levels, who through their dedication, co-operation, support and smart work have enabled the company to achieve a moderate growth and is determined to poise a rapid and remarkable growth in the year to come.

Your Directors also wish to place on record their appreciation of business constituents, banks and other "financial institutions and shareholders of the Company like SEBI, BSE, MSEI, NSDL, CDSL, HDFC Bank etc. for their continued support for the growth of the Company.

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

**Place: Hyderabad
Date: 07.08.2025**

**Sd/-
Rohith Loka Reddy
Managing Director
(DIN: 06464331)**

**Sd/-
Jeeten Anil Desai
Independent Director
(DIN: 07254475)**

**Annexures-1 to the Director's Report
Form AOC-I**

**(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
For the financial year ended 31st March, 2025**

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/ Joint Ventures:

Information in respect of Nettlinx Realty Private Limited to be presented with amounts in Rupees (lakhs):

1. **Sl. No: 1**
2. Name of the subsidiary: **Nettlinx Realty private Limited**
3. The date since when subsidiary was acquired: 16/09/2006
4. Reporting period for the subsidiary concerned, if different from the holding company's reporting period: 01st Apr, 2024 to 31st March, 2025.
5. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries: INR
6. Share capital: 38
7. Reserves and surplus: 2511.49
8. Total Assets: 3044.69
9. Total Liabilities: 3044.69
10. Investments: 1490.23
11. Turnover: Nil
12. Profit before taxation: 363.32
13. Provision for taxation: 59.73
14. Profit after taxation: 303.59
15. Proposed Dividend: Nil
16. Extent of shareholding (in percentage): 100

Information in respect of Nettlinx Technologies Private Limited to be presented with amounts in Rupees (lakhs):

1. **Sl. No: 2**
2. Name of the subsidiary: **Nettlinx Technologies private Limited**
3. The date since when subsidiary was acquired: 22.11.2019
4. Reporting period for the subsidiary concerned, if different from the holding company's reporting period: 01st Apr, 2024 to 31st March, 2025.
5. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries: INR
6. Share capital: 10
7. Reserves and surplus: 262.78
8. Total Assets: 481.45
9. Total Liabilities: 481.45
10. Investments: NIL
11. Turnover: 576.92
12. Profit before taxation: 105.89
13. Provision for taxation: 32.68
14. Profit after taxation: 73.21
15. Proposed Dividend: Nil
16. Extent of shareholding (in percentage): 100

Information in respect of Nettlinx INC to be presented with amounts in US Dollar:

1. Sl. No.: 3.

2. Name of the subsidiary: **Nettlinx, INC.**
3. The date since when subsidiary was acquired: 22.08.2003
4. Reporting period for the subsidiary concerned: 01st Apr, 2024 to 31st March, 2025.
5. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries: US Dollar at 85.5814.
6. Share capital: \$ 381000
7. Reserves & surplus: \$ 162934.26
8. Total assets: \$ 596649.85
9. Total Liabilities: \$ 596649.85
10. Investments: \$ Nil
11. Turnover: \$ 595613.65
12. Profit before taxation: \$ (1,38,242.32)
13. Provision for taxation: Nil
14. Profit after taxation: \$ (1,38,242.32)
15. Proposed Dividend: Nil
16. Extent of shareholding: 100%

Information in respect of SALION SE to be presented with amounts in EURO:

1. Sl. No.: 4.

2. Name of the subsidiary: **SALION SE.**
3. The date since when subsidiary was acquired: 17.02.2017
4. Reporting period for the subsidiary concerned: 01st Apr, 2024 to 31st March, 2025.
5. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries: EURO at 92.3246.
6. Share capital: € 6,20,000
7. Reserves & surplus: €
8. Total assets: € 497424
9. Total Liabilities: € 497424
10. Investments: € NIL
11. Turnover: € NIL
12. Profit before taxation: NIL
13. Provision for taxation: Nil
14. Profit after taxation: € NIL
15. Proposed Dividend: NIL
16. Extent of shareholding: 95%

Names of subsidiaries which are yet to commence operations:

1. **Sri Venkateswara Green Power Projects Limited**

**** However Sri Venkateswara Green Power Projects Limited is ceased to be subsidiary with effect from 06.08.2025**

PART B – Associates and Joint Ventures

The Company does not have any Associate or Joint Venture.

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

**Place: Hyderabad
Date: 07.08.2025**

**Sd/-
Rohith Loka Reddy
Managing Director
(DIN: 06464331)**

**Sd/-
Jeeten Anil Desai
Independent Director
(DIN: 07254475)**

**Annexure-2
FORM MR-3
SECRETARIAL AUDIT REPORT
{Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration
Personnel) Rules, 2014}
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2025**

To
The Members,
M/s. Nettlinx Limited.

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

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year commencing from 1st April, 2024 and ended 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings-Not Applicable as there were no reportable events during the financial year under review.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Amended Regulations 2018;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; Not Applicable during the year under review;
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period) - (Not applicable to the Company during the Audit Period);

- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and 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);
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- (Not applicable to the Company during the Audit Period);
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the audit period); and
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the audit period);
- k) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- vi) The other laws, as informed and certified by the Management of the Company which are specifically applicable to the Company based on the Sectors/ Industry are:
 - a) The Telecom Regulatory Authority of India Act, 1997 ("TRAI Act")
 - b) Guidelines and General Information for Grant of License for Operating Internet Services dated August 24, 2007 ("ISP License Guidelines")
 - c) Information Technology Act, 2000 and the rules made thereunder;
3. We have also examined compliance with the applicable clauses of the following:
 - i. Secretarial Standards issued by the Institute of Company secretaries of India under the provisions of Companies Act, 2013 and
 - ii. The Listing Agreements entered into by the Company with Stock Exchanges in compliance with The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015;
4. During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above;
 - (a) As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that:
 - (i) External Commercial Borrowings were not attracted to the Company under the financial year under report;
 - (ii) Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the company under the financial year under report.
 - (v) As per the information and explanations provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.

We further report that:-

We further report that the Board of Directors of the Company is duly constituted with proper balance of executive directors, non-executive directors and independent directors. The changes in the composition of the Board of Directors that took

place during the period under review were carried out in compliance with the provisions of the Act and Listing Regulations.

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.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the respective meetings of the Board or Committee thereof.

We further report that:

Based on the review of compliance mechanism established by the Company, the information provided by the Company, its officers and authorized representatives during the conduct of the audit and compliance certificate(s) placed before the Board Meetings, we are of the opinion 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 general laws, rules, regulations and guidelines.

We further report that:

The Compliance by the Company of the applicable financial laws like Direct and Indirect Tax laws, has not been reviewed in this Audit since the same have been subject to the review by the Statutory Auditors and other designated professionals.

We further report that: During the Audit period under review, there were no other instances of:

- a) Public/Right issue of shares/ debentures/sweat equity etc.
- b) Redemption / buy-back of securities.
- c) Obtaining the approval from shareholders under Section 180 of the Companies Act, 2013.
- d) Merger / amalgamation / reconstruction, etc.
- e) Foreign technical collaborations.

**For VCSR & Associates
Company Secretaries**

**Sd/-
Ch.Veeranjaneyulu
Partner**

**FCS No:6121 C.P.No: 6392
UDIN:F006121G000953859
Peer Review No:6686/2025**

**Place: Hyderabad
Date: 07.08.2025**

Notes:

- i. This report is to be read with our letter of even date which is annexed as Annexure-B1 and forms an integral part of this report.

Annexure B1

To
The Members of
M/s. Nettlinx Limited.

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

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

**For VCSR & Associates
Company Secretaries**

**Sd/-
Ch.Veeranjaneyulu
Partner**

**FCS No:6121 C.P.No: 6392
UDIN: F006121G000953859
Peer Review No:6686/2025**

**Place: Hyderabad
Date: 07.08.2025**

**Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2025**

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

To,
The Members,
Sri Venkateswara Green Power Projects Limited,
Hyderabad

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions of the Acts, Rules and regulations as mentioned below and the adherence to good corporate practices by SRI VENKATESWARA GREEN POWER PROJECTS LIMITED (herein called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the SRI VENKATESWARA GREEN POWER PROJECTS LIMITED books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 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 further report that the compliance with the applicable laws is the responsibility of the Company and our report constitutes an independent opinion. Our report is neither an assurance of future viability of the Company nor a confirmation of efficient management by the Company.

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

The Company is an Unlisted Public Company, hence not applicable;

- (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 extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- 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, 2009;
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

The Company is an Unlisted Public Company, hence Point Number v not applicable.

The other Laws, as informed and certified by the management of the company which are specifically applicable to the company based on their sector/Industry is:

- a. Air (Prevention and control of pollution) Act, 1981
- b. Water (Prevention and control of pollution) Act, 1974
- c. Electricity Act, 2003 & The Electricity Rules, 2005;
- d. Indian Electricity Rules, 1956;
- e. Energy Conservation Act, 2011;
- f. The Central Electricity Authority (Installation and Operation of Meters) Regulations, 2006;
- g. Central Electricity Authority (Safety requirements for construction, operation and maintenance of electrical plants and electric lines) Regulations, 2011;
- h. Central Electricity Authority (Technical Standards for Construction of Electrical Plants and Electric Lines) Regulations, 2010.

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

- 1 Secretarial Standards issued by The Institute of Company Secretaries of India. During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

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

1. **Whereas in terms of the provisions of Section 203 of the Companies Act, 2013, the Company was required to have certain Key Managerial Personnel (KMP). The Company has not appointed a Chief Financial Officer (CFO) in terms of the provisions of Section 204 of the Companies Act, 2013.**

We further report that:

- 1) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- 2) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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.

- 3) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that based on the information provided by the Company, its officers and authorised representatives during the conduct of the audit, 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 there were no specific events or actions as following in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having any bearing on the company's affairs viz.,

(I Public/Right/Preferential issue of shares / debentures/sweat Equity, etc.

- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013;
- (iv) Merger / amalgamation / reconstruction, etc.;
- (v) Foreign technical collaborations

This report is to be read with the letter of even date which is annexed as Annexure – I which forms an integral part of this report.

Place: Hyderabad
Date: 07.08.2025

**For VCSR & Associates
Company Secretaries**

**Sd/-
Ch.Veeranjaneyulu
Partner**

**FCS No:6121 C.P.No: 6392
UDIN: F006121G000954200
Peer Review No:6686/2025**

ANNEXURE

To,
The Members,
Sri Venkateswara Green Power Projects Limited
Hyderabad

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the 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 Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of 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.

Place: Hyderabad
Date: 07.08.2025

For VCSR & Associates
Company Secretaries

Sd/-
Ch.Veeranjaneyulu
Partner
FCS No:6121 C.P.No: 6392
UDIN: F006121G000954200
Peer Review No:6686/2025

**Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2025**

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

To,
The Members,
NETTLINX REALTY PRIVATE LIMITED
5-9-22, 3rd Floor, My Home Sarovar Plaza,
Secretariat Road, Saifabad, Hyderabad,
Telangana- 500063, India.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NETTLINX REALTY PRIVATE LIMITED** (hereinafter called the company), having its Registered Office at 5-9-22, 3rd Floor, My Home Sarovar Plaza, Secretariat Road, Saifabad, Hyderabad, Telangana- 500063, India Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **NETTLINX REALTY PRIVATE LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 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 March 31, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

The Company is an Unlisted Deemed Public Company, hence not applicable;

- (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 extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings;

The provisions of FEMA and Rules are not applicable since there are no Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings by the Company during the period under review.

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- 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, 2009;
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

The Company is an Unlisted Deemed Public Company, hence Point Number v not applicable.

The Company has identified the following Industry specific laws which are applicable to the Company:

- 1. The Building and other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996.
- 2. Inter-State Migrant Workmen (Regulation of Employment & Conditions of Service) Act, 1979.

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

- 1 Secretarial Standards issued by The Institute of Company Secretaries of India. During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

- 1) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- 2) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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.
- 3) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that based on the information provided by the Company, its officers and authorised representatives during the conduct of the audit, 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 there were no specific events or actions as following in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having any bearing on the company's affairs viz.,

(IPublic/Right/Preferential issue of shares / debentures/sweat Equity, etc.

NETTLINX LIMITED

- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013;
- (iv) Merger / amalgamation / reconstruction, etc.;

- (v) Foreign technical collaborations

This report is to be read with the letter of even date which is annexed as Annexure – I which forms an integral part of this report.

Place: Hyderabad
Date: 07.08.2025

For VCSR & Associates
Company Secretaries

Sd/-
Ch.Veeranjaneyulu
Partner
FCS No:6121 C.P.No: 6392
UDIN: F006121G000953969
Peer Review No:6686/2025

Annexure

To,
The Members,
NETTLINX REALTY PRIVATE LIMITED
5-9-22, 3rd Floor, My Home Sarovar Plaza,
Secretariat Road, Saifabad, Hyderabad,
Telangana- 500063, India.

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of 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 VCSR & Associates
Company Secretaries**

Sd/-

**Ch.Veeranjaneyulu
Partner**

**FCS No:6121 C.P.No: 6392
UDIN: F006121G000953969
Peer Review No:6686/2025**

**Place: Hyderabad
Date: 07.08.2025**

**Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2025**

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

To,
The Members,
NETTLINX TECHNOLOGIES PRIVATE LIMITED
5-9-22, 3rd Floor, My Home Sarovar Plaza,
Secretariat Road, Saifabad, Hyderabad, Telangana- 500063,
India.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NETTLINX TECHNOLOGIES PRIVATE LIMITED** (hereinafter called the company), having its Registered Office at 5-9-22, 3rd Floor, My Home Sarovar Plaza, Secretariat Road, Saifabad, Hyderabad, Telangana- 500063, India Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **NETTLINX TECHNOLOGIES PRIVATE LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 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 **NETTLINX TECHNOLOGIES PRIVATE LIMITED** ("the Company") for the financial year ended on 31st March, 2025 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder as applicable;
2. The Securities Contract (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;

The Company is an Unlisted Deemed Public Company, hence not applicable;

3. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
4. Employees Provident Fund and Miscellaneous Provisions Act, 1952
5. Equal Remuneration Act, 1976
6. Income Tax Act, 1961 and Indirect Tax Laws
7. The Depositories Act, 1996 and the Regulations and Bye-laws Framed thereunder
8. Minimum Wages Act, 1948
9. The Employees Compensation Act, 1923
10. Payment of Wages Act, 1936 and other applicable labour laws
11. The Apprentices Act, 1961
12. The Factories Act, 1948
13. The Contract Labour (Regulation & Abolition) Act, 1970

14. The Shop & Establishment Act, 1988
15. The Maternity Benefit Act, 1961
16. The Industrial Disputes Act, 1946
17. The Payment of Gratuity Act, 1972
18. Payment of Bonus Act, 1965.
19. Employee State Insurance Act
20. The Employees Exchanges (Compulsory notification of vacancies) Act, 1959
21. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - 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, 2009;
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

The Company is an Unlisted Deemed Public Company, hence Point Number 20 not applicable.

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

- 1 Secretarial Standards issued by The Institute of Company Secretaries of India. During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

- 1) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- 2) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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.
- 3) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that based on the information provided by the Company, its officers and authorised representatives during the conduct of the audit, 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 there were no specific events or actions as following in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having any bearing on the company's affairs viz.,

(I)Public/Right/Preferential issue of shares / debentures/sweat Equity, etc.

- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013;
- (iv) Merger / amalgamation / reconstruction, etc.;
- (v) Foreign technical collaborations

This report is to be read with the letter of even date which is annexed as Annexure – I which forms an integral part of this report.

Place: Hyderabad
Date: 07.08.2025

For VCSR & Associates
Company Secretaries

Sd/-
Ch.Veeranjaneyulu
Partner
FCS No:6121 C.P.No: 6392
UDIN: F006121G000954123
Peer Review No:6686/2025

Annexure

To,
The Members,
NETTLINX TECHNOLOGIES PRIVATE LIMITED
5-9-22, 3rd Floor, My Home Sarovar Plaza,
Secretariat Road, Saifabad, Hyderabad, Telangana- 500063, India.

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of 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 VCSR & Associates
Company Secretaries**

Sd/-

**Ch.Veeranjaneyulu
Partner**

**FCS No:6121 C.P.No: 6392
UDIN: F006121G000954123
Peer Review No:6686/2025**

**Place: Hyderabad
Date: 07.08.2025**

**Annexure-3
MANAGEMENT DISCUSSION & ANALYSIS REPORT**

1. Forward-Looking Statements

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

2. Industry structures & developments:

The Internet services market is rapidly growing , partly on account of higher penetration of users in rural areas getting on to Net and higher frequent usage of broadband in urban locations as most are using internet for multiple uses inclusive of Voice , Data & Video. Add to this is the aggressive campaigns of Large TELCOs who are constantly attracting Users for their Cellular Data plans, both in terms of upgrading existing users and also creating new ones. The market is rapidly adapting to the use of popular social networking sites. New players launching their services will further boost the market although margins in the next few years may shrink to a little extent owing to raising other costs.

3. Opportunities & threats:

The Company enjoys goodwill from its Customers. Our Corporate objective is to create mutual long term sustainable value through a collaborative approach driven by the vision of becoming a preferred Internet choice for distinguished Clientele demanding Quality, Value for Money & Flexibility translating into a perfect Win-Win for either Entities. Additionally, We are operating in Niche business segments & geographic locations within Telangana & AP. We continue to optimistically protect and retain our current base and progressively increase the sales revenue.

New technologies like WiFi & Free WiFi to Citizens envisaged by Govts , although may pose a little challenge to start with , In reality these may not be any threat to us as these service offerings may have challenges from the point of view of logistics and technological obstacles and will have lots of limitations and therefore may not be commercially viable . This would in reality enlarge the usage in the market place creating a level playing field in the long run.

4. Segment-wise or product-wise performance.

Internet Leased Line Business (ISP)

The Internet Leased Line (ILL) business segment has been a cornerstone of Nettlinx's operations, showcasing strong growth and solid performance throughout the financial year 2024-25. Below are the key highlights and detailed analysis of this segment:

Key Performance Highlights

1. Revenue Growth

- **Total Revenue:** The Internet Leased Line business generated substantial revenue, contributing significantly to the overall financial performance of Nettlinx.
- **Year-on-Year Growth:** The segment experienced a robust year-on-year revenue growth rate, driven by an increase in customer acquisition and retention.

2. Customer Base Expansion

- **New Contracts:** A notable number of new contracts were secured, reflecting the growing demand for reliable internet connectivity solutions.
- **Retention Rate:** High customer satisfaction and superior service quality have led to an impressive customer retention rate.

3. Market Share

- **Increased Market Penetration:** Nettlinx has

successfully expanded its market share in the ISP sector, leveraging its competitive pricing and superior service delivery.

- **Geographical Reach:** Expansion into new geographical areas has broadened the customer base and enhanced market presence.

4. Operational Efficiency

Network Infrastructure

- **Upgraded Infrastructure:** Significant investments in upgrading network infrastructure have resulted in enhanced bandwidth capacity, lower latency, and improved service reliability.
- **Scalability:** The scalable network infrastructure has allowed Nettlinx to meet the increasing demand for high-speed internet services.

Service Quality

- **Service Uptime:** The ILL segment maintained an impressive service uptime, ensuring uninterrupted connectivity for clients.
- **Customer Support:** Dedicated customer support teams have effectively managed and resolved customer issues, contributing to high satisfaction levels.

Strategic Initiatives

1. Product Innovation

New Service Offerings: Introduction of innovative service offerings, such as tailored bandwidth solutions and flexible pricing models, has catered to diverse customer needs.

Value-Added Services: Additional services, such as cybersecurity solutions and managed network services, have enhanced the value proposition for clients.

2. Partnerships and Alliances

Strategic Partnerships: Collaborations with leading technology providers have enabled Nettlinx to offer cutting-edge solutions and stay ahead of industry trends.

Alliances: Forming alliances with local and international partners has facilitated market expansion and service diversification.

Financial Performance

1. Revenue Contribution

The ILL segment contributed a significant portion of the total revenue, underscoring its importance to Nettlinx's overall financial health.

2. Profit Margins

Operating Margins: The segment maintained healthy operating margins through efficient cost management and strategic pricing.

Net Profit: The profitability of the ILL business has been bolstered by consistent revenue growth and operational efficiency.

Challenges and Mitigation

1. Market Competition

Intense Competition: The ISP market is highly competitive, with numerous players vying for market share. Nettlinx has countered this by emphasizing service quality and customer satisfaction.

Price Sensitivity: To address price sensitivity in the market, Nettlinx has introduced flexible pricing models and bundled service offerings.

2. Technological Advancements

Rapid Technological Changes: Staying abreast of rapid

NETTLINX LIMITED

technological advancements is crucial. Nettlinx continuously invests in R&D to integrate the latest technologies into its service offerings.

Future Outlook

1. Expansion Plans

Geographical Expansion: Continued focus on expanding into new regions to capture untapped markets.

Service Diversification: Developing new services to meet evolving customer needs and stay competitive.

2. Sustainable Growth

Nettlinx aims to achieve sustainable growth in the ILL segment through ongoing innovation, superior service delivery, and strategic market positioning.

5. OUTLOOK:

In order to meet the changing market realities, your Company has been following the philosophy of providing the highest quality products and services at the lowest possible prices. All endeavours are made to achieve possible cost reduction in every area of operations. Your Company's philosophy to provide high class quality products i.e. full value for money, to consumers would greatly benefit in the long run. In the otherwise increasing cost arena, every expense, whether capital or revenue is minutely reviewed to achieve all possible savings.

6. RISKS AND CONCERNS:

The Company's products are largely intended for sale in the domestic market. Apart from normal risks as are applicable to an Industrial Undertaking the Company does not foresee any serious area of concern. The Company is obtaining adequate insurance coverage for its assets at the plant and the field locations etc. The company has no foreign exchange risk coverage due to its limited exposure. Compliance of safety requirements and norms placed by different Government agencies is a top priority of your Management.

7. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has proper and adequate systems of internal controls in order to ensure that all assets are safeguarded against loss from unauthorized use of disposition and that all transactions are authorised, recorded and reported correctly. An Audit Committee headed by a non-executive independent Director is in place to review various areas of the control systems.

8. DISCUSSION OF FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The financial performance of Nettlinx for the year 2024-25 reflects a significant improvement and is detailed in the Balance Sheet, Profit & Loss Account, and other financial statements presented separately. Key highlights for the year are summarized below:

Key Financial Highlights (2024-25)

Particulars	Amount (Rs. in Lakhs)
Sales for the year 2024-25	2271.79
Current Tax	220.52
Profit After Tax	568.46
Paid-up Equity Share Capital (as on 31st March 2025)	2417.66

Analysis

1. Sales Performance:

The total sales for the year stood at Rs. 2271.79 lakhs. This reflects the company's robust sales strategy and strong market presence, which have contributed to maintaining a steady revenue stream.

2. Profitability:

The company achieved a Profit After Tax (PAT) of Rs. 568.46 lakhs. This notable profit is a result of effective cost management, enhanced operational efficiencies, and strategic business initiatives undertaken during the year.

3. Taxation

- o The current tax expense for the year amounted to Rs. 220.52 lakhs. The effective tax planning and compliance with statutory requirements have ensured a balanced tax expense aligned with the company's profitability.

4. Equity Share Capital:

- o The paid-up equity share capital as of 31st March 2025 is Rs. 2417.66 lakhs. This strong capital base indicates the company's healthy financial structure and its ability to leverage equity financing for growth and expansion.

Operational Performance

- **Operational Efficiency:** The company has focused on streamlining operations, which has resulted in higher productivity and reduced operational costs. This efficiency is reflected in the increased profitability margins.
- **Market Expansion:** Strategic initiatives to enter new markets and expand the customer base have been successful, contributing to the revenue growth.
- **Product Innovation:** Investment in research and development has led to the introduction of new products and services, meeting customer demands and staying competitive in the market.

Conclusion

Nettlinx's financial performance for the year 2024-25 is a testament to the company's effective operational strategies and robust financial management. The significant profit, along with a strong sales performance, underscores the company's successful execution of its business plans and its commitment to delivering value to its stakeholders.

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

Overview:

The financial year 2024-25 has been a significant period of transformation and growth for Nettlinx in terms of human resources and industrial relations. Our commitment to fostering a dynamic and engaging work environment has been pivotal in achieving our organizational goals. Below are the key developments and achievements in this area:

Human Resources:

Talent Acquisition and Retention:

Strategic Hiring: We have strengthened our workforce by recruiting top talent across various functions to support our expanding business operations.

Retention Programs: Initiatives such as enhanced employee benefits, career development programs, and recognition schemes have been instrumental in reducing attrition rates and retaining key talent.

Training and Development:

Skill Enhancement: Comprehensive training programs focused on both technical and soft skills have been implemented to ensure our employees are well-equipped to meet current and future challenges.

Leadership Development: Special emphasis has been placed on grooming future leaders through mentorship programs and leadership workshops.

Employee Well-being

Health and Wellness Programs:

We have introduced several health and wellness initiatives, including mental health support, fitness programs, and health check-ups, to ensure the overall well-being of our employees.

Work-Life Balance:

Flexible working hours, remote working options, and leave policies have been optimized to promote a healthy work-life balance.

Industrial Relations.

Collaborative Environment
Open Communication:

Establishing transparent communication channels between the management and employees has fostered a collaborative and trust-based work environment.

Employee Engagement:

Regular town hall meetings, feedback sessions, and employee surveys have been conducted to understand and address employee concerns effectively.

Labour Relations
Fair Practices:

Adhering to fair labor practices and ensuring compliance with all statutory regulations have been our top priorities.

Conflict Resolution:

A proactive approach to resolving any industrial disputes has helped in maintaining harmonious industrial relations.

The advancements in our human resources and industrial relations fronts have been crucial in driving Nettlinx towards achieving its strategic objectives. We remain committed to creating a supportive and growth-oriented workplace for all our employees.

10. 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 EXPLANATIONS THEREFOR, INCLUDING:

SI No	Particulars	Year Ended 31-03-2025	Year Ended 31-03-2024	Variance	Reason
1.	Debtors Turnover	1.07	1.57	-33%	Receivables long pending from Govt authorities
2.	Inventory Turnover	-	-	-	NA
3.	Interest Coverage Ratio	5.29	0.94	462%	Due to enhancement of working capital facilities
4.	Current Ratio	1.29	1.16		
5.	Debt Equity Ratio	0.01	0.02		
6.	Operating Profit Margin (%)	45.12	53.5		
7.	Net Profit Margin (%)	25	32		

11. DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF:

SI No	Particulars	Year Ended 31-03-2025	Year Ended 31-03-2024	Variance	Reason
1.	Return on Equity Ratio	23.5%	26.2%		
2.	Return on Capital employed, (Earnings before interest and taxes (EBIT), by capital employed) "Capital Employed = Total Assets - Current Liabilities	17%	20%		

12. CAUTIONARY STATEMENT:

Certain statements in the Management Discussion and Analysis describing the Company's views about the industry, expectations/predictions, objectives etc, may be forward looking within the meaning of applicable laws and regulations. Actual

results may differ materially from those expressed in the statement. Company's operations may inter-alia affect with the supply and demand situations, input prices and their availability, changes in Government regulations, tax laws and other factors such as Industrial relations and economic developments etc. Investors should bear the above in mind.

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

Date : 07.08.2025
Place : Hyderabad

Sd/-
Rohith Loka Reddy
Managing Director
DIN: 06464331

Sd/-
Jeeten Anil Desai
Director
DIN: 07254475

Annexure-4 to the Director's Report REPORT ON CORPORATE GOVERNANCE

In accordance with Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report containing the details of Corporate Governance systems and processes at Nettlinx Limited as follows:

1. Company's Philosophy on Corporate Governance:

Company's endeavour is to maximize shareholder value. Nettlinx is committed to adopt best governance practices and its adherence in true spirit at all times. It has strong legacy of fair, transparent and ethical governance practices.

Company has adopted a code of conduct which is applicable to all employees and is posted on the website of the Company. The Company also has in place a code for preventing insider trading.

Company is fully compliant with the requirements of the listing regulations and applicable corporate governance norms and is committed to ensuring compliance with all modifications within the prescribed time.

2. Governance Structure

Board of Directors: Provides strategic direction, formulates and ensures long-term business strategy, enhances shareholder value, and safeguards stakeholder interests.

Board Committees: Leverage specialized expertise to provide insightful recommendations, ensure effective oversight, and guide strategic direction across key operational areas.

Management: Implements policies, procedures, and oversees day-to-day operations, driving effective execution

3. Board diversity:

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us, retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on our website, <https://www.nettlinx.com/>.

4. Compliance with SEBI (listing obligations and disclosure requirements) regulations, 2015:

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company framed the following policies which are available on Company's website i.e. <https://www.nettlinx.com/>

- Board Diversity Policy
- Policy on preservation of Documents
- Risk Management Policy
- Whistle Blower Policy
- Familiarization program for Independent Directors
- Sexual Harassment Policy
- Related Party Policy
- Code of Conduct for Board of Directors and Senior Management Personnel
- Corporate Social Responsibility Policy

5. Nettlinx code of conduct for the prevention of insider trading:

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015. The Insider Trading Policy of

the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading, is available on our website <https://www.nettlinx.com/>.

6. Board of Directors:

The composition of the Board of Directors of the company is an appropriate combination of executive and non-executive Directors with right element of independence. As on March 31, 2025, the Company's Board comprised of Seven Directors, out of which One is promoter Director. In addition, there are four independent Directors on the Board including One Women Director. In terms of Regulation 17(1) (b) of SEBI (LODR) Regulations, 2015 and section 149 of Companies Act 2013, the company is required to have one half of total Directors as independent Directors. The non-executive Directors are appointed or re-appointed based on the recommendation of the Nomination & Remuneration Committee which considers their overall experience, expertise and industry knowledge. One third of the non-executive Directors other than independent Directors, are liable to retire by rotation every year and are eligible for reappointment, subject to approval by the shareholders.

7. Number of Board Meetings

During the Financial Year 2024-25, Five (5) meetings of the Board of Directors were held and the maximum time gap between two consecutive meetings did not exceed one hundred and twenty (120) days.

S. No.	Date(s) on which meeting(s) were held
1	10.05.2024
2	25.07.2024
3	13.11.2024
4	17.01.2025
5	03.02.2025

None of our Directors are related to each other

The number of directorships, Committee Chairmanships and memberships of each director is in compliance with the relevant provisions of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

8. Attendance and directorships held:

As mandated by the SEBI (LODR) Regulations, 2015, none of the Directors are members of more than ten Board-level committees nor are they chairman of more than five committees in which they are members. Further all the Directors have confirmed that they do not serve as an independent director in more than seven listed companies or where they are whole-time directors in any listed company, then they do not serve as independent director in more than three listed companies.

The names and categories of the Directors on the Board, their attendance at Board meeting during the year and at last Annual General Meeting, as also the number of Directorships and Committee memberships held by them in other companies are shown in **Table 1**.

NETTLINX LIMITED

Name of Director	Relationship with other Directors	Category	No. of Meetings Held	No. of Meetings Attended	Whether Attended Last AGM	No. of Outside Directorships of Public Companies	No. of Committee Memberships	No. of Committee Chairmanships
Manohar Reddy Loka	None	Managing Director and Promoter	5	5	Yes	3	5	0
Radhika Kundur	None	Non Executive-Non Independent Director	5	1	No	0	1	0
Venkateswara Rao Narepalem	None	Executive Director	5	5	Yes	1	0	0
Jeeten Anil Desai	None	Independent Director	5	5	Yes	0	4	0
Vijay Kumar Maistry	None	Independent Director	5	2	Yes	0	2	0
Sreenivasa Rao Kurra	None	Independent Director	3	3	No	0	0	0
Satya raja shakar Praharaju	None	Independent Director	3	3	No	0	0	0
Vijaya Bhasker Reddy Maddi	None	Independent Director	5	5	Yes	3	5	5

The Name of other listed entities where directors of the company are directors and the category of directorship are shown in following table:

Sr. No.	Name of Director	Name of the Listed Companies in Which Director hold directorship	Nature of Directorship
1.	Manohar Reddy Loka	NIL	NIL
2.	Radhika Kundur	NIL	NIL
3.	Venkateswara Rao Narepalem	NIL	NIL
4.	Jeeten Anil Desai	NIL	NIL
5.	Vijay Kumar Maistry	NIL	NIL
6.	Sreenivasa Rao Kurra	NIL	NIL
7.	Satya raja shakar Praharaju	NIL	NIL
8.	Vijaya Bhasker Reddy Maddi	NIL	NIL
9.	Amarender Reddy Bandaru	NIL	NIL
10.	Rohith Loka Reddy	MTAR Technologies Limited	Non-Executive -Non-Independent Director

9. Shareholding of Non-Executive Directors of the Company as on March 31, 2025

Sr. No.	Name of the Director	Category#	No. of Equity Shares held
1.	Mrs. Radhika Kundur	IDNE	Nil
2.	Jeeten Anil Desai	IDNE	Nil
3.	Vijay Kumar Maistry	IDNE	100
4.	Sreenivasa Rao Kurra	IDNE	Nil
5.	Satya raja shakar Praharaju	IDNE	Nil
6.	Vijaya Bhasker Reddy Maddi	IDNE	6,9640
7.	Amarender Reddy Bandaru	IDNE	Nil

PNED – Promoter Non-Executive Director, IDNE - Independent Non-Executive Director

10. Familiarisation Programme for the Independent Directors:

The Company conducts Familiarization Programme for Independent Directors to provide them an opportunity to familiarize with the Company, its management and its operations so as to gain a clear understanding of their roles and responsibilities. They have full opportunity to interact with Senior Management Personnel and are provided all documents required and sought by them for enabling them to have a good understanding of the Company, its various operations and the industry of which it is a part.

The details of familiarisation programmes imparted to the Independent Directors of the Company has been disclosed on the website of the Company and can be accessed through the following link at: <https://www.nettlinx.com/>.

11. Core Skills / Expertise / Competencies of the Board of Directors:

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

Si.No.	Skills / Expertise / Competence	Brief Descriptions
1.	Leadership Experience	Strong management and leadership experience in leading well-governed large organization in the areas of business development, strategic planning and mergers & acquisitions and have visionary with strategic goal for the Company to identify possible road maps, inspire and motivate the strategy, approach, processes and other such key deliverables and mentor the leadership team to channelize its energy/ efforts in appropriate direction and thought to be a leader and a role model in good governance and ethical conduct of business, while encouraging the organisation to maximise stakeholders value having hands on experience of leading an entity at the highest level
	Industry knowledge and experience	In depth knowledge in the Industry.
	Information Technology	Information Technology expertise with knowledge of current and emerging technologies
	Governance including legal compliance	Experience in developing and implementing good corporate governance practices, maintaining accountability of Board and its management, managing stakeholders interest and responsibility towards customers, employees, suppliers, regulatory bodies etc. to support the Company's legal compliance systems and governance policies/ practices
	Expertise/ Experience in Finance/ Risk Management areas	Knowledge and skills in accounting and finance, business judgment, general management practices and processes, crisis response and management, industry knowledge, macro- economic perspectives, human resources, labour laws, international markets, sales and marketing, and risk management.
	Human Resource management	Experience in the Human Resource Management with understanding of employment laws.

Given below is a list of core skills, expertise and competencies of the individual Directors

Name of Director(s)	Leadership Experience	Industry knowledge and experience	Information Technology	Governance including legal compliance	Expertise/ Experience in Finance/ Risk Management areas	Human Resource management
Manohar Reddy Loka	√	√	√	√	√	√
Radhika Kundur	√	√	√	√	√	√
Venkateswara Rao Narepalem	√	√	√	√	√	√
Jeeten Anil Desai	√	√	√	√	√	√
Vijay Kumar Maistry	√	√	√	√	√	√
Sreenivasa Rao Kurra	√	√	√	√	√	√
Satya raja shakar Praharaju	√	√	√	√	√	√
Vijaya Bhasker Reddy Maddi	√	√	√	√	√	√

Si. No.	Skills / Expertise / Competence of the Board of Directors are required in the context of business of the Company	Names of the Directors who have such skills / expertise /competence
	Business Strategy, Sales & Marketing, Law, Taxation, Finance , Foreign Exchange Related	Dr. Manohar Reddy Loka, Mr. Vijaya Bhasker Reddy Maddi
	Corporate Governance, Administration, Decision Making	Dr. Manohar Reddy Loka, Mr. Vijaya Bhasker Reddy Maddi
	Financial and Management skills.	Dr. Manohar Reddy Loka, Mr. Jeeten Anil Desai, Mr. Vijaya Bhasker Reddy Maddi, Mr. Venkateswara Rao Narepalem, Mr. Vijay Kumar Maistry
	Technical / Professional skills	Dr. Manohar Reddy Loka , Mrs Radhika Kundur, Mr.Jeeten Anil Desai
	Behavioural skills - attributes and competencies	Dr. Manohar Reddy Loka, Mr. Vijaya Bhasker Reddy Maddi

12. Appointment/Re-appointment of Directors:

Details of Director seeking appointment/ reappointment at the forthcoming Annual General Meeting as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") is annexed to the Notice convening the Annual General Meeting and forming part of this Annual Report.

13. Information supplied to the board:

The Board has complete access to all information of the Company and is regularly provided advanced detailed information as a part of the agenda papers or is tabled therein. In addition, detailed quarterly performance report by the Managing Director is presented in the quarterly Board meeting, encompassing all facets of the Company's operations during the quarter, including update of key projects, outlook and matters relating to environment, health & safety, corporate social responsibility etc. The following information is provided to the Board as a part of the agenda papers:

- Annual and Quarterly financial statements for the Company and the Accounting Policy.
- Minutes of the meetings of the Audit Committee and other Committees of the Board.
- Annual business plan
- Information on recruitment and remuneration of senior officers just below the level of Board, including the appointment or removal of Chief Financial Officer and Company Secretary, whenever required
- Expansion projects and its status monitoring.
- Fatal or serious accidents, injuries or any material environmental problems, if any
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company, if any
- Significant labour problems and their proposed solutions, whenever necessary
- Any significant development in human resources / industrial relations including long-term wage agreement, major voluntary retirement scheme, etc.
- Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement, if material Quarterly disclosure of all the investments made

- Material non-compliance of any regulatory, statutory nature or listing requirements and shareholders service, such as non-payment of dividend, delay in share transfer and others, if any
- Quarterly review of compliance status under various laws applicable to the Company
- Substantial non-payment of goods sold by the Company except disputes
- Related Party Transactions, if they are not at arm's length and in the ordinary course of business
- Half-yearly summary of bank guarantees issued.
- All other matters required to be placed before the Board for its review / information / approval under the statutes, including SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

14. Familiarization program for independent directors:

The Board members are provided with necessary documents, reports, internal policies and site visits to enable them to familiarize with the Company's operations, its procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company business, strategy and risks involved. Detailed presentations on the Company's business segments were made at the meetings of the Directors held during the year.

The Company's Policy of conducting the Familiarization Program and details of such familiarization program during the year, is placed on its website viz., <https://www.nettlinx.com/>.

15. Committees of the board:

The Company has four Board-level Committees - Audit Committee, Stakeholder Relationship Committee, Nomination & Remuneration Committee and Risk Management Committee.

All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of service for Committee members are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

16. Performance Evaluation of Board, Committees and Directors:

Pursuant to provisions of Regulation 17(10) of the SEBI Listing Regulations and the provisions of the Act, an annual Board effectiveness evaluation was conducted for FY 2024-25 on January 17, 2025, involving the following:

- Evaluation of IDs, in their absence, by the entire Board was undertaken, based on their performance and fulfilment of the independence criteria prescribed under the Act and SEBI Listing Regulations; and
- Evaluation of the Board of Directors, its Committees and individual Directors, including the role of the Board Chairman.

An IDs' meeting, in accordance with the provisions of Section 149(8) read with Schedule IV of the Act and Regulation 25(3) and 25(4) of the SEBI Listing Regulations, was convened on January 17th, 2025, mainly to review the performance of Independent Directors and the Chairman & Managing Director as also the Board as a whole. All IDs were present at the said meeting.

- Board:** Composition, responsibilities, stakeholder value and responsibility, Board development, diversity, governance, leadership, directions, strategic input, etc.
- Executive Directors:** Skill, knowledge, performance, compliances, ethical standards, risk mitigation, sustainability, strategy formulation and execution, financial planning & performance, managing human relations, appropriate succession plan, external relations including CSR, community involvement and image building, etc.
- Independent Directors:** Participation, managing relationship, ethics and integrity, Objectivity, brining independent judgement, time devotion, protecting interest of minority shareholders, domain knowledge contribution, etc.
- Chairman:** Managing relationships, commitment, leadership effectiveness, promotion of training and development of directors etc.
- Committees:** Terms of reference, participation of members, responsibility delegated, functions and duties, objectives alignment with company strategy, composition of committee, committee meetings and procedures, management relations.

Performance evaluation was done on the scale of 1 to 5, 1 being very poor and 5 being outstanding. The outcome of performance evaluation is given below:

Categories	Rating (out of 5)
Board as a whole	4.5
Individual Directors	
Manohar Reddy Loka	4.6
Radhika Kundur	4.6
Venkateswara Rao Narepalem	4.75
Jeeten Anil Desai	4.89
Vijay Kumar Maistry	5
Sreenivasa Rao Kurra	4.79
Satya raja shakar Praharaju	4.52
Vijaya Bhasker Reddy Maddi	4.62
Audit Committee	4.74
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Disclosures as prescribed under SEBI circular dated May 10, 2018 are given below:

Observations of Board evaluation carried out for the year	No observations.
Previous year's observations and actions taken	Since no observations were received, no actions were taken.
Proposed actions based on current year observations	Since no observations were received, no actions were taken.

17. Declaration by Independent Directors:

All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 read with Section 149(6) of the Act.

18. Declaration by Board:

The Board has confirmed that in its opinion, the independent directors fulfill the conditions specified in these regulations and are independent of the management. During the year under review, no Independent Director has resigned before expiry of his tenure.

19. Audit committee:

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

The Audit Committee acts as an interface between the Statutory and Internal Auditors, the Management, and the Board. It assists the Board in fulfilling its responsibilities of monitoring financial reporting processes; reviewing the Company's established systems and processes for internal financial controls and governance; and reviews the Company's statutory and internal audit processes.

A. Brief Description of Terms of Reference: -

Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - 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;
 - changes, if any, in accounting policies and practices and reasons for the same;

- (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;
 - (6) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - (7) To review the financial statements, in particular, the investments made by the unlisted subsidiary Company.
 - (8) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement], and making appropriate recommendations to the board to take up steps in this matter;
 - (9) To formulate the scope, functioning, periodicity and methodology for conducting the internal audit in consultation with the Internal Auditor.
 - (10) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
 - (11) 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.
 - (12) Discussion with internal auditors any significant findings and follow up there on.
 - (13) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 - (14) 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.
 - (15) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 - (16) To review the functioning of the Whistle Blower mechanism.
 - (17) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
 - (18) Valuation of undertakings or assets of the Company, wherever it is necessary.
 - (19) Scrutiny of inter-corporate loans and investments.
 - (20) Evaluation of internal financial controls and risk management systems.
 - (21) Approval or any subsequent modification of transactions of the Company with related parties
 - (22) To appoint a person having such qualifications and experience and registered as a valuer in such manner, on such terms and conditions as may be prescribed and appointed by the audit Committee for valuation, if required to be made, in respect of any property, stocks, shares, debentures, securities or goodwill or any other assets or net worth of a Company or its liabilities.
 - (23) To ensure proper system for storage, retrieval, display or printout of the electronic records as deemed appropriate and such records shall not be disposed of or rendered unusable, unless permitted by law provided that the back-up of the books of account and other books and papers of the Company maintained in electronic mode, including at a place outside India, if any, shall be kept in servers physically located in India on a periodic basis.
 - (24) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances / investments existing as on the date of coming into force of this provision.
 - (25) Reviewing the compliances under SEBI (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively.
 - (26) To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
 - (27) Carrying out any other function as is mentioned in the terms of reference of the Committee.
- B. The Audit Committee shall have powers, which should include the following:**
- a. To investigate any activity within its terms of reference.
 - b. To seek information from any employee.
 - c. To obtain outside legal or other professional advice.
 - d. To secure attendance of outsiders with relevant expertise, if it considered necessary.
- C. The audit committee shall mandatorily review the following information:**
- 1. management discussion and analysis of financial condition and results of operations;
 - 2. management letters / letters of internal control weaknesses issued by the statutory auditors;
 - 3. internal audit reports relating to internal control weaknesses; and
 - 4. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- 5. statement of deviations:**
- (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

NETTLINX LIMITED

D. Internal Audit:

The Company has adequate internal control and Internal Audit system commensurate with its size and nature of its business. The Internal Audit Plan is approved by the Audit Committee and the Internal Auditors directly present their report to the Audit Committee for their consideration.

E. Composition, Meetings & Attendance:

The Audit Committee of the Company is constituted in accordance with the provisions of Regulation 18 of the Listing Regulations and the provisions of Section 177 of the Act. All members of the Committee are financially literate, with Mr. Jeeten Anil Desai, as Chairman of the Committee, having the relevant accounting and financial management expertise.

The composition of the Audit Committee and the details of the meetings attended by its members during the financial year ended 31st March 2025 are as under:

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. Jeeten Anil Desai	Chairman	NED(I)	5	5
##Mr. Vijay Kumar Maistry	Member	NED(I)	0	0
##Mr. Amarendra Reddy Bandaru	Member	NED(I)	0	0

##Appointed on 10.05.2025

The Audit Committee met 5 times during the financial year 2024-25 and the gap between any two meetings did not exceed 120 days. The dates on which the Audit Committee Meetings held were: 10th May 2024, 25th July 2024, 13th November 2024, 17th January 2025 and 03rd February 2025. Requisite quorum was present at the above Meetings.

All the recommendations of the Audit Committee have been accepted by the Board of Directors.

During the year, the Audit Committee inter alia reviewed key audit findings covering Operational, Financial and Compliance areas, Risk Mitigation Plan covering key risks affecting the Company which were presented to the Committee. The Chairman of the Audit Committee briefed the Board members on the significant discussions which took place at Audit Committee Meetings.

The Chairman of the Audit Committee was present at the Annual General Meeting of the Company held on 25th September, 2024.

20. Nomination and remuneration committee:

The Nomination and Remuneration Committee ('NRC') functions in accordance with Section 178 of the Act, Regulation 19 of the Listing Regulations and its Charter adopted by the Board.

The NRC is vested with all the necessary powers, authority to identify persons who are qualified to become Directors, Key Managerial Personnel and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal, and shall carry out evaluation of every Director's performance.

Terms of Reference: The terms of reference of the Nomination & Remuneration Committee, inter alia, includes the following:

- 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;
- Formulation of criteria for evaluation of performance of independent directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
- Analysing, monitoring and reviewing various human resource and compensation matters, including the compensation strategy;
- Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment.
- Recommending the remuneration, in whatever form, payable to non-executive directors and the senior management personnel and other staff (as deemed necessary);
- Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- Determining 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;
- Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- Administering the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("ESOP Scheme") including the following:
 - Determining the eligibility of employees to participate under the ESOP Scheme.
 - Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;
 - Date of grant;
 - Determining the exercise price of the option under the ESOP Scheme;
- Construing and interpreting the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/ plan ("ESOP Scheme") and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;
- Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
 - the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and

- ii. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended, by the Company and its employees, as applicable;
- n. Performing such other activities as may be delegated by the Board of Directors and/ or are statutorily prescribed under any law to be attended by the Nomination and Remuneration Committee; and
- o. Such terms of reference as may be prescribed under the Companies Act, SEBI Listing Regulations or other applicable laws or by any other regulatory authority.

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

- (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
- (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay, reflecting the short and long term performance objectives appropriate to the working of the Company and its goals
- (iv) The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;
- (v) The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
- (vi) The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;
- (vii) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
- (viii) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;
- (ix) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;
- (x) The grant, vest and exercise of option in case of employees who are on long leave;
- (xi) Allow exercise of unvested options on such terms and conditions as it may deem fit; xii. The procedure for cashless exercise of options;
- (xii) Forfeiture/ cancellation of options granted;
- (xiii) Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:
 - the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;

- for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and the vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the employee who is granted such option

Composition of the committee, meetings and attendance during the year:

There were five Nomination and Remuneration Committee Meetings held during the financial year 2024-25 on 10th May 2024, 25th July 2024, 13th November 2024, 17th January 2025 and 03rd February 2025.

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. Jeeten Anil Desai	Chairman	NED(I)	5	5
Mr. Vijay Kumar Maistry	Member	NED(I)	5	5
#Mr. Amarendra Reddy Bandaru	Member	NED(I)	5	0

#appointed w.e.f 10.05.2025

21. Stakeholder's relationship committee:

Terms of reference of the committee comprise of various matters provided under Regulation 20 of the Listing Regulations and section 178 of the Act, 2013 which inter-alia include:

- (a) Redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialisation and re-materialisation of shares, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc., assisting with quarterly reporting of such complaints and formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders;
- (b) Reviewing of measures taken for effective exercise of voting rights by shareholders;
- (c) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- (d) Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time
- (e) Reviewing the 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;
- (f) Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of our Company and to recommend measures for overall improvement in the quality of investor services;
- (g) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other

- regulatory authority;
- (h) To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board of Directors from time to time;
- (i) To approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, rematerialisation etc. of shares, debentures and other securities;
- (j) To monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of the Company; and
- (k) Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations

The Committee comprises of 3 Independent Directors. In the financial year 2024-25, 3 meetings of the Committee were held on 10th May 2024, 25th July 2024 and 13th November 2024. Composition of committees and member's attendance at the meetings during the year are as under:

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. Jeeten Anil Desai	Chairman	NED(I)	3	3
Mr. Vijay Kumar Maistry	Member	NED(I)	3	5
## Mr. Amarendra Reddy Bandaru	Member	NED(I)	3	0

##Appointed on 10.05.2025

22. Name and designation of compliance officer:

Mr. Sairam Gandikota resigned on 10.05.2025 as a Company Secretary & Compliance Officer of the Company.

Mr. Mahender Reddy was appointed as a Company Secretary & Compliance Officer of the Company w.e.f. 01.08.2025

23. Details of complaints/requests received, resolved and pending during the year 2024-25

Number of complaints	Number
Number of complaints received from the investors comprising non-receipt of securities sent for transfer and transmission, complaints received from SEBI / Registrar of Companies / Bombay Stock Exchange / National Stock Exchange / SCORE and so on	0
Number of complaints resolved	0
Number of complaints not resolved to the satisfaction of the investors as on March 31, 2025	0
Complaints pending as on March 31, 2025	0
Number of Share transfers pending for approval, as on March 31, 2025	0

24. Performance evaluation criteria for independent directors:

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

Policy:

- The Nomination and Remuneration Committee, and the

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

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

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

- The proposed appointee shall also fulfil the following requirements:

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

3. Criteria of independence

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

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

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

4. Other directorships/ committee memberships

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

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

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

company.

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

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

21. Pecuniary Relationship or Transactions of the Non-Executive Directors Vis-À-Vis the Listed Company:

None of the Non-Executive Directors Vis-À-Vis the Listed Company has a Pecuniary Relationship

A. Criteria for Making Payments to Non-executive Directors: Policy:

1. Remuneration to Executive Director and key managerial personnel
 - 1.1 The Board on the recommendation of the Nomination and Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Director of the company within the overall limit approved by the shareholders.
 - 1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the company.
 - 1.3 The remuneration structure to the Executive Director and key managerial personnel shall include the following components:
 - (i) Basic pay
 - (ii) Perquisites and Allowances
 - (iii) Stock Options
 - (iv) Commission (Applicable in case of Executive Directors)
 - (v) Retrial benefits
 - (vi) Annual performance Bonus
 - 1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance Bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

2. Remuneration to Non – Executive Directors

- 2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders.
- 2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

3. Remuneration to other employees

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

25. Independent directors' meeting:

As per clause 7 of the schedule IV of the Companies Act

(Code for Independent Directors), a separate meeting of the Independent Directors of the Company (without the attendance of Non-Independent directors) was held on 17.01.2025, to discuss:

1. Evaluation of the performance of Non-Independent Directors and the Board of Directors as whole;
2. 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 the Independent Directors of the Company were present at the meeting.

As required under Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the company regularly familiarizes Independent Directors with the Company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company etc. The details of the familiarization program is given at [c o m p a n y ' s w e b s i t e \(https://www.nettlinx.com/investorrelations.html\)](https://www.nettlinx.com/investorrelations.html).

i) Remuneration policy:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities should and individual performance.

Policy for selection of directors and determining directors' independence:

1. Scope:

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

2. Terms and References:

- 2.1 "Director" means a director appointed to the Board of a Company.
- 2.2 "Nomination and Remuneration Committee means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- 2.3 "Independent Director" means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Remuneration policy for Directors, key managerial personnel and other employees:

1. Scope:

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

2. Terms and Reference:

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

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

2.2 "Key Managerial Personnel" means

- (i) The Chief Executive Office or the Managing Director or the Manager;
- (ii) The Company Secretary;
- (iii) The Whole-Time Director;
- (iv) The Chief Finance Officer; and
- (v) Such other office as may be prescribed under the companies Act, 2013

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

26. Risk Management Committee: -

The Company has an effective risk management procedure, which is governed at the highest level by the Board of Directors. However, to further strengthen & streamline the procedures about risk assessment and minimization procedures, the Board of Directors voluntarily constituted a Board level Risk Management Committee (RMC).

a) Terms of Reference: - The terms of reference of the Risk Management Committee, includes the following:

- i) To periodically review the risk management policy at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- ii) To formulate a detailed risk management policy covering risk across functions and plan integration through training and awareness programmes;

b) Composition:

The Details of composition of the Committee are given below::

Name	Designation	Category
Mr. Jeeten Anil Desai	Chairman	NED(I)
Mr. Vijay Kumar Maistry	Member	NED(I)
Mr. Amarendra Reddy Bandaru	Member	NED(I)

c) The policy shall include:

- i. A framework for identification of internal and external risks specifically faced by the listed entity, 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;
- ii. Measures for risk mitigation including systems and processes for internal control of identified risks;

- iii. Business continuity plan.
- d) To approve the process for risk identification and mitigation;
- e) To decide on risk tolerance and appetite levels, recognizing contingent risks, inherent and residual risks including for cyber security;
- f) To monitor the Company's compliance with the risk structure. Assess whether current exposure to the risks it faces is acceptable and that there is an effective remediation of non-compliance on an on-going basis;
- g) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- h) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- i) To approve major decisions affecting the risk profile or exposure and give appropriate directions;
- j) To consider the effectiveness of decision making process in crisis and emergency situations;
- k) To balance risks and opportunities;
- l) To generally, assist the Board in the execution of its responsibility for the governance of risk;
- m) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- n) To consider the appointment, removal and terms of remuneration of the chief risk officer (if any) shall be subject to review by the Risk Management Committee;
- o) The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;
- p) 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;
- q) To attend to such other matters and functions as may be prescribed by the Board from time to time; and
- r) Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

27. Corporate Social Responsibility committee:

The Committee comprises of 3 Independent Director. In the financial year 2024-25, 3 meetings of the Committee were held on 10th May 2024, 13th November 2024 and 03rd February 2025. Composition of committees and member's attendance at the meetings during the year are as under:

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. Jeeten Anil Desai	Chairman	NED(I)	2	2
##Mr. Vijay Kumar Maistry	Member	NED(I)	2	0
##Mr. Amarendra Reddy Bandaru	Member	NED(I)	2	0

##Appointed w.e.f. 10.05.2025

The Company has adopted a Corporate Social Responsibility (CSR) Policy which indicates the activities to be undertaken by the Company as specified in Schedule VII to the Act. The policy, including overview of projects or programs proposed to be undertaken, is provided on the Company's website at <https://www.nettlinx.com/company/CSRPoly2024.pdf>

Terms of Reference:

- Formulate and recommend to the Board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII to the Act.
- Recommend the amount of expenditure to be incurred on the activities mentioned in the CSR Policy.
- Monitor the CSR Policy of the Company from time to time

The minutes of the meetings of the Committee are placed before and noted by the Board. All the recommendations made by the Committee during the year under review were accepted by the Board. The Chairman of the Corporate Social Responsibility Committee was present at the Annual General Meeting of the Company held on 25th September, 2024.

28. Monitoring Governance of Subsidiary Companies:

Pursuant to regulation 16(1)(c) of the Listing Regulations, the Company has Five material subsidiary as on 31st March, 2025, i.e. Nettlinx Technologies Private Limited., Nettlinx Realty Private Limited., Sri Venkateswara Green Power Projects Limited., Salion SE and Nettlinx INC. The Company has material subsidiary pursuant to regulation 24 of the Listing Regulations and is required to appoint Independent Director on the Board of its material subsidiary. The Company has appointed Mr. Amarendra Reddy Bandaru on the Board of Nettlinx Technologies Private Limited, Nettlinx Realty Private Limited.

The financial statements of the subsidiaries are reviewed by the Audit Committee. The minutes of the meetings of the subsidiaries are placed before the Board of Directors of the Company, and the Board has periodically noted and reviewed all significant transactions entered into by the subsidiaries. Investment proposals beyond threshold values are executed by the subsidiary companies only after positive recommendation by the Board/Investment and Risk

Management Committee of the Company.

29. Non-executive directors' compensation and disclosures:

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

30. Number of shares and convertible instruments held by non-executive directors:

None of the Non-executive Director of the Company holds equity shares of the Company.

31. Disclosure of commodity price risks and commodity hedging activities:

Price and demand of the Company's finished products are inherently volatile and remain strongly influenced by global economic conditions. Any fluctuation in finished product prices or currency has direct impact on the Company's revenue and profits.

The Company considers exposure to commodity price fluctuations to be an integral part of our business and its usual policy is to sell its products at prevailing market prices. The Company has a well-defined policy framework wherein no speculative positions are taken and limited commodity hedging is done with endeavours to achieve month-average rates both in currency and metal prices. The Company follows the policy of taking forward cover for net foreign exposure, if the net is payable in foreign currency, with negligible exposure in non USD currencies All policies are periodically reviewed basis local and global economic environment.

32. Senior management:

Particulars of Senior Management as on March 31, 2025:

S.No.	Name of Senior Management	Designation	Change (Appointment/ Resignation) during FY 2024-25
1.	Mr. Sai Ram Gandikota	Company Secretary and compliance officer	NA
2.	Mr. Venkateswara Rao Narepalem	Chief Financial Officer	NA

33. Remuneration of directors:

Name of the Director	Salary (Rs)	Sitting fees (Rs)	Number of shares held	Service Contracts	Stock Option Details	Fixed Component	Performance Based Incentive
Manohar Reddy Loka	60,00,000	--	--	--	--	--	--
Radhika Kundur	--	5,000	--	--	--	--	--
Venkateswara Rao Narepalem	24,00,000	--	--	--	--	--	--
Jeeten Anil Desai	--	75,000	--	--	--	--	--
Vijay Kumar Maistry	--	10,000	--	--	--	--	--
Sreenivasa Rao Kurra	--	45,000	--	--	--	--	--
Satya raja shakar Praharaju	--	45,000	--	--	--	--	--
Vijaya Bhasker Reddy Maddi	--	75,000	--	--	--	--	--
Mr. Sai Ram Gandikota	10,32,000	--	--	--	--	--	--

34.Details on general body meetings:**A. Location, date and time of last three AGMs and special resolutions there at as under:**

Financial Year	Date	Time	Location	Special/Ordinary Resolution
2024-25	05.03.2025	11.00 AM	5-9-22, 3rd Floor, My Home Sarovar Plaza, Secretariat Road, Saifabad, Hyderabad – 500063, Telangana, India.(Since the EGM was held through VC/ OAVM, the Route Map of the venue of the Meeting is not annexed hereto. The deemed venue for the AGM shall be the Registered Office of the Company)	1 Special Resolution
2023-24	25.09.2024	11.00 AM	5-9-22, 3rd Floor, My Home Sarovar Plaza, Secretariat Road, Saifabad, Hyderabad – 500063, Telangana, India.(Since the AGM was held through VC/ OAVM, the Route Map of the venue of the Meeting is not annexed hereto. The deemed venue for the AGM shall be the Registered Office of the Company)	3 Ordinary Resolutions
2022-23	20.09.2023	11.00 AM	5-9-22, 3rd Floor, My Home Sarovar Plaza, Secretariat Road, Saifabad, Hyderabad – 500063, Telangana, India.(Since the AGM was held through VC/ OAVM, the Route Map of the venue of the Meeting is not annexed hereto. The deemed venue for the AGM shall be the Registered Office of the Company)	3 Ordinary Resolutions & 2 Special Resolution
2021-22	04.08.2022	10.30 AM	5-9-22, 3rd Floor, My Home Sarovar Plaza, Secretariat Road, Saifabad, Hyderabad – 500063, Telangana, India.(Since the AGM was held through VC/ OAVM, the Route Map of the venue of the Meeting is not annexed hereto. The deemed venue for the AGM shall be the Registered Office of the Company)	2 Ordinary Resolutions & 1 Special Resolution

35.Passing of Resolutions by Postal Ballot

The Company had passed resolutions through Postal Ballot twice during the Financial Year 2024-25, the details of which are mentioned below:

Sr.No.	Details of Special Resolution passed through Postal Ballot	Date of passing of resolution	% of Vote casted in favour	% of vote casted against
1.	Appointment of Mr. Sreenivasa Rao Kurra (DIN: 06386417) as an Independent Director of the company	19.12.2024	100.00	0
2.	Appointment of Mr. Satya Raja Shakar Praharaju (DIN: 10832201) as an Independent Director of the company.	19.12.2024	100.00	0

Procedure adopted for Postal Ballot

- E-voting facility In compliance with Regulation 44 of the Listing Regulations, Sections 108, 110, and other applicable provisions of the Act read with the Rules issued thereunder and the General Circulars issued in this regard by the Ministry of Corporate Affairs ("MCA"), the Company provided electronic voting facility to all its members. The Company had engaged the services of Central Depository and Securities Limited ("CDSL") for the purpose of providing electronic voting facility to all its members.
- Circulation of Postal Ballot Notice The Postal Ballot Notice was sent to the members in electronic form at their email addresses registered with the Depositories and the Company's Registrar and Share Transfer Agent. The Company had also published a notice in the newspapers declaring the details of completion of dispatch, e-voting details, and other requirements in terms of the Act read with the Rules issued thereunder and the Secretarial Standards issued by ICSI. Voting rights were reckoned on the paid-up value of shares of the Company registered in the names of the shareholders as on the cut-off date. The notice of aforesaid Postal Ballots is available on the Company's website at <https://www.nettlinx.com/>
- Postal Ballot voting results The Scrutinizer submitted his report to the Company Secretary based on the authorisation by the Chairman of the Company, after the completion of scrutiny and the consolidated results of the voting by Postal

Ballot were then announced by the Company Secretary. The voting results pursuant to Regulation 44(3) of the Listing Regulations and Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, and Scrutinizer's Report on remote e-voting were placed on the Company's website at <https://www.nettlinx.com/> and were also available on the website of the stock exchanges.

No Special Resolution is proposed to be passed through Postal Ballot as on the date of this Annual Report. However, if required, the same shall be passed in compliance of provisions of the Act and the Listing Regulations. None of the businesses proposed to be transacted at the ensuing AGM require passing the resolution through Postal Ballot. The details of the previous postal ballots are available on the Company's website at <https://www.nettlinx.com/>

36. Means of Communication:

Effective communication of information is an essential component of Corporate Governance. It is a process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes management-shareholder relations. The Company regularly interacts with Members through multiple channels of communication such as results announcement, annual report, media releases, Company's website and subject specific communications.

The quarterly, half yearly and annual results of the Company's performance are published in leading newspapers such as

Business Standard and Navatelangana. These results are also made available on the website of the Company <https://www.nettlinx.com/financial-results.html>. The website also displays vital information relating to the Company and its performance, official press releases and presentation to analysts.

All price sensitive information and matters that are material to Members are disclosed to the respective Stock Exchanges where the securities of the Company are listed. The Quarterly Results, Shareholding Pattern and all other corporate communication to the Stock Exchanges are filed through MSEI portal and BSE Listing Centre, for dissemination on their respective websites. The stock exchange filings are also made available on the website of the Company <https://www.nettlinx.com/financial-results.html>.

37. General shareholder information:

A. Annual general meeting:

The 31st Annual General Meeting of the Company will be held as per the following schedule:

Day	Tuesday
Date	23.09.2025
Time	11.30 AM
Venue	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The AGM shall be deemed to be held at 5-9-22, 3rd Floor, My Home Sarovar Plaza, Secretariat Road, Saifabad, Hyderabad – 500063, Telangana, India.

B. Financial Year and Financial Year Calendar 2025-26 (Tentative Schedule)

The financial calendar (tentative) shall be as under:

Financial Year	2025-26
First Quarterly Results	14.08.2025
Second Quarterly Results	14.11.2025
Third Quarterly Results	14.02.2026
Fourth Quarterly Results	29.05.2026
Annual General Meeting for year ending 31st March, 2026	30.09.2026

G. Distribution of Shareholding as on 31st March, 2025:

S.No.	Category	No. of Cases	% of Cases	Amount	% of Amount
1	1-5000	5392	79.2	588571	2.43
2	5001- 10000	531	7.8	436806	1.81
3	10001- 20000	340	4.99	556367	2.3
4	20001- 30000	117	1.72	297219	1.23
5	30001- 40000	73	1.07	273494	1.13
6	40001- 50000	56	0.82	269724	1.12
7	50001- 100000	119	1.75	913597	3.78
8	100001 & Above	180	2.64	20840846	86.2
	Total:	6808	100	24176624	100

Name of Exchanges	
Metropolitan Stock Exchange of India Limited (MSEI)	BSE Limited
NETTLINX	511658
Address: 205(A), 2nd Floor, Piramal Agastya Corporate Park, Kamani Junction, LBS Road, Kurla, (West), Mumbai-400 070	Address: BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001.

C. Dividend Payment Date: No Dividend was declared during the Financial Year 2024-25.

D. Listing on stock exchanges & address:

The equity shares of the Company are listed on Metropolitan Stock Exchange of India Limited (MSEI) and Bombay Stock Exchange Limited (BSE). The Company has paid the listing fees for the year 2025-26 to both the Stock Exchanges.

E. Registrar and share transfer agents:

M/s Venture Capital and Corporate Investments Pvt. Ltd
Door No. 4-50/P-II/57/4 & 5th Floors, Plot No. 57, Jayabheri Enclave, Phase II, Gachibowli, Hyderabad-500032, Telangana, India
Tel: 91-40-23818475/23818476/2386808023 Fax: 040 – 23868024
Email- info@vccilindia.com
Website: <https://www.vccipl.com/>

F. Share transfer system:

The transfers are normally processed within 10-12 days from the date of receipt, if the documents are complete in all respects. The Company Secretary has been empowered to approve the transfer of shares.

Effective April 1, 2019, SEBI has amended Regulation 40 of the SEBI Listing Regulations, which deals with transfer, transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form.

Shares received for transfer by the Company or its Registrar and Share Transfer Agent in physical mode are processed and all valid transfers are approved. The share certificate(s) is/are duly transferred and dispatched within a period of 15 days from the date of receipt.

According to SEBI, this amendment will bring the following benefits:

- It shall curb fraud and manipulation risk in physical transfer of securities by unscrupulous entities.
- Transfer of securities only in demat form will improve ease, convenience and safety of transactions for investors.

NETTLINX LIMITED

H. Dematerialisation & liquidity of shares:

Nettlinx Shares are tradable in Electronic Form. The Company has established electronic connectivity through Venture Capital and Corporate Investments Pvt. Ltd with both the depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The International Securities Identification Number (ISIN) allotted to our shares under the Depository System is INE027D01019. As on March 31, 2025 97.08% of the shares were held in Dematerialised form and the rest in physical form.

Particulars	No. of Shares	% Share Capital
NSDL	6052312	25.03
CDSL	17418681	72.05
PHYSICAL	705631	2.92
Total	24176624	100

We request the shareholders whose shares are held in physical mode to dematerialize the shares and update their bank accounts with the depository participants.

N.Shareholding Pattern as on 31st March, 2025:

S.No.	Category of shareholder	No.of shares held	Percentage of hareholding
(A)	Promoter and Promoter Group		
(1)	Indian:		
(a)	Individual	1,15,85,578	47.92
(b)	Others	---	
	Sub-Total A(1) :	1,15,85,578	47.92
(2)	Foreign:	---	
(a)	Individuals	---	
	Sub-Total A(2) :	--	
	Total A=A(1)+A(2)	1,15,85,578	47.92
(B)	Public Shareholding		
(1)	Institutions:		
(a)	Financial Institutions /Banks	1,600	0.01
(b)	Foreign Institutional Investors	0	0
	Sub-Total B(1) :	1,600	0.01
(2)	Non-institutions:		
(a)	Bodies Corporate	21,11,829	8.74
(b)	Individuals	1,01,75,026	42.09
	Sub-Total B(2) :	1,22,86,855	50.83
(c).	OTHERS:		
(1)	HUF 0	0	
(2)	Employees	0	0
(3)	Clearing Members	2,000	0.01
(4)	Foreign Bodies	0	0
(5)	Foreign Nationals	0	0
(6)	Corporate Body - Others	0	0
(7)	Non-Resident Indians	3,00,591	1.24
(8)	Trusts	0	0
	Sub-Total C:	3,02,591	1.25
	Total B=B(1)+B(2) :	1,22,88,455	57.21
	Total (A+B) :	2,38,74,033	98.75
	Grand Total (A+B+C) :	2,41,76,624	100

38. Other Disclosures:

a) disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;

b) Non-Compliances by the Company

During the last three years and during the Financial Year 2024-25, there were no strictures or penalties imposed on the Company either by the Stock Exchanges or SEBI, or any other statutory authority for non-compliance of any matter related to capital markets except the following:

Sr. No.	Compliance Requirement (Regulations/guidelines including specific lause)	Regulation/ CircularNo.	Deviations	Action Takenby	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The Company was required to submit yearly disclosures of Annual Secretarial Compliance Report within 60 days from the date of end of financial year.	Regulation 24A-Non-compliance with disclosure of Annual Secretarial Compliance Report For the Financial year ending 2022-2023	Two days Delay in submission of Annual Secretarial Compliance Report for the financial year 2022-2023 i.e., Two days after n 60 days from the date of end of financial year 2022-2023.	MSE	MSE vide its Notice action under SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/48 has imposed fine on the company for an amount of Rs. 4,720/- for non-compliance of Regulation 24A of SEBI LODR	Delay in submission of Annual Secretarial Compliance Report for the financial year 2022-2023. The due date of filing was 30.05.2023 but the same was submitted 01.06.2023	Rs. 4,720/- (including GST)	The Company was required to submit Annual Secretarial Compliance Report within 60 days from the date of end of financial year 2022-2023. The due date of filing was 30.05.2023 but the same was submitted 01.06.2023	The company has submitted Annual Secretarial Compliance Report in PDF submission 01.06.2023. Accordingly non compliance has made good and paid the penalty.	The company on receipt of the said notice has paid the fine
2.	The Company need to implement the bonus within two months from the date of board meeting of directors	295(1) of the SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 ("ICDR)	The Company has not implemented the bonus within two months from the date of board meeting of board of directors (06/03/2023)	BSE	BSE vide its Notice action under SEBI circular no. SEBI/HO/CF/D/DIL2/CIR/P/2019/94	Failure to implement the bonus within two months from the date of meeting of board of directors (06/03/2023)	Rs. 165200/- (including GST)	The Company need to implement the bonus within two months from the date of board meeting of directors (06/03/2023)	The Company was not implemented the bonus within two months from the date of board meeting of directors (06/03/2023) the delay was caused due to non getting of trading approval for shares allotted on 12.04.2023 for initiation of corporate action from NSDL	The company on receipt of the said notice has paid the fine

c) Vigil Mechanism and Whistle Blower Policy

In Compliance with the provisions of section 177 of the Act and Regulation 22 of SEBI Listing Regulations, the Company has in place the Whistle Blower Policy and Vigil Mechanism for Directors, employees and other stakeholders which provides a platform to them for raising their voice about any breach of code of conduct, financial irregularities, illegal or unethical practices, unethical behaviour, actual or suspected fraud. Adequate safeguards are provided against victimization to those who use such mechanism and direct access to the Chairman of the Audit Committee in appropriate cases is provided. During the year under review, no employee was denied access to the Audit Committee.

The policy on Vigil Mechanism and Whistle Blower Policy has been posted on the website of the Company and can be accessed through the following link: <https://www.nettlinx.com/>

d) Details of compliance with mandatory requirements on Corporate Governance under the SEBI Listing Regulations

The Company has complied with the mandatory requirements on Corporate Governance under the SEBI Listing Regulations.

e) web link where policy for determining 'material' subsidiaries is disclosed; <https://www.nettlinx.com/polices.html>**f) web link where policy on dealing with related party transactions; <https://www.nettlinx.com/polices.html>****g) disclosure of commodity price risks and commodity hedging activities. Not Applicable****h) Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)**

During the Financial Year 2024-25, the Company has not raised funds through preferential allotment and qualified institutions placement.

i) Practicing company secretary certification:

A certificate from a Company Secretary in Practice that as on March 31, 2025, 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 the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority is annexed to this Report as Annexure - 2

j) Recommendation of Committee(s) of the Board of Directors

During the year, all recommendations of Committees of Board of Directors, were accepted by the Board

k) Total fee for all services paid by the listed entity and its subsidiaries on a consolidated basis, to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part;

Payment to Auditors	Amount in Rs.(INR)
Statutory Audit fees including limited review	3,00,000
Certification & other attest services	35,000
Non-audit services	NIL
Outlays and Taxes	NIL

l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has established an appropriate mechanism for dealing with complaints in relation to Sexual Harassment of Women at Workplace, in accordance with its Policy on Prevention of Sexual Harassment at Workplace ('POSH') which is available on the website of the Company. There was on Complaints received during the financial year.

m) Loans and Advances in the nature of Loans to Firms/ Companies in which Directors are interested by name and amount.

The details of loans and advances in the nature of loans to firms/ companies in which Directors are interested, being disclosed in Note 30 to the Standalone and Note 37 to the Consolidated Financial Statements of the Company forming part of the Annual Report.

n) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.

The details is being mentioned in the Form AOC-1

39. Non-compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of Schedule-V:

The company has complied with the requirement of Corporate Governance Report of sub-para (2) to (10) of Schedule-V of the Securities Exchange Board of India (LODR) Regulations, 2015.

40. Adoption of discretionary requirements as specified in Part E of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

With regard to discretionary requirements, the Company has adopted clauses relating to the internal auditor directly reporting to the Audit Committee.

41. 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
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 requirement with respect to subsidiary of listed entity	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. Regulation 46(2)(b) to (i) Functional Website

42. Disclosures with respect to demat suspense account/ unclaimed suspense account.

There are no shares which are lying in demat suspense account/ unclaimed suspense account as on March 31, 2025.

43. Disclosure of certain types of agreements binding listed entities

There are no agreements that require disclosure under clause 5A of paragraph A of Part A of Schedule III of the Listing Regulations.

44. Insider Trading

In terms of the SEBI (Prohibition of Insider Trading) Regulations 2015 ("PIT Regulations"), the Company has a comprehensive Code of Conduct for regulating, monitoring and reporting of trading by Insiders. The said Code lays down guidelines which provide for the procedure to be followed and disclosures whilst dealing with shares of the Company. Further, in terms of the PIT Regulations, the Company has in place a Code of Practices and Procedures of Fair Disclosures of Unpublished Price Sensitive Information.

45. Board Procedures

The Board meets at least once in a quarter to review financial results and operations of the Company. In addition to the above, the Board also meets as and when necessary to address specific issues concerning the businesses of your Company

The Board Meetings are governed by a structured Agenda. The agenda along with detailed explanatory notes and supporting material are circulated in advance before each meeting to all the Directors for facilitating effective discussion and decision making. The Board has access to any information within your Company which includes the information as specified in Schedule II of the SEBI Listing Regulations.

46. Independent Directors' Meeting

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25 of the SEBI Listing Regulations, a meeting of the Independent Directors of the Company was held on February 17, 2025 without the presence of Non-Independent Directors and Company's Management.

The Company Secretary was an invitee to the said meeting and acted as a facilitator to the Independent Directors.

47. Mandatory requirements

To the extent applicable, during the year under review the Company has complied all the mandatory requirements of the SEBI Listing Regulations.

48. Disclosure of Accounting Treatment

The Company has complied with the appropriate accounting policies and has ensured that they have been applied consistently. There have been no deviations from the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with relevant rules.

49. Non- mandatory requirements:

The Company has adopted the following non-mandatory requirements on Corporate Governance:-

i. Audit qualifications

There was no audit qualification on your Company's financial

statements, during the year under review.

50. Code of Conduct

The Board of Directors has laid down a Code of Conduct, which is applicable to all Directors and Senior Management Personnel of the Company. The Code has also been posted on the website of the Company

All Board Members and Senior Management Personnel have affirmed with the compliance of Code of Conduct for the Financial Year 2024-25.

An annual declaration signed by the Chairman & Managing Director of the Company affirming compliance to the Code by the Board of Directors and the Senior Management is annexed to this Report as Annexure - 10. The Code of Conduct is available on website of the Company and can be accessed through the following link: <https://www.nettlinx.com/>.

51. CEO/ CFO Certification

In terms of regulation 17(8) of the Listing Regulations, the CFO made a certification to the Board of Directors which has been reviewed by the Audit Committee and taken on record by the Board and enclosed as Annexure-9 to this Annual Report.

**Annexures-5 to the Director's Report
DECLARATION FROM INDEPENDENT DIRECTORS ON
ANNUAL BASIS**

The Board of Directors
M/s. Nettlinx Limited

Dear Sir,

Sub: Declaration under sub-section (6) of section 149 of the Companies Act 2013 and Regulation 16 (1)(b) of SEBI (LODR) Regulations, 2015:

I, Sreenivasa Rao Kurra, hereby declare that I am an Independent Director of Nettlinx Limited and comply with all the criteria of Independent Director envisaged under Sub-section (6) of Section 149 read with IV of the Companies Act, 2013 and Sub-Regulation (b) of Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. I further certify that:

1. I am/was not a promoter of the company or its holding, subsidiary or associate company;
2. I am/was not related to promoters or directors in the company, its holding, subsidiary or associate company.
3. Apart from receiving director sitting fees/remuneration, I have/had no material pecuniary relationship /transactions, with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year.
4. None of my relatives
 - i. is holding any security of or interest in the company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year;
 - ii. is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - iii. as given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its

holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;

- iv. has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i)(ii) or (iii);
 - v. has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed from time to time, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Neither me nor my relatives :
- i. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

- ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of (a) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or (b) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - iii. holds together with my relatives 2% or more of the total voting power of the company; or.
 - iv. is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
6. I am not below the age of 21 Years.
7. I am not material supplier, service provider or customer or a lessor or lessee of the Listed Entity.
8. I am not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director. and I meet the criteria of independence as per the provisions of the Companies Act, 2013.

Yours Faithfully,

**Sd/-
Sreenivasa Rao Kurra
(Independent director)**

**Date: 07.08.2025
Place: Hyderabad**

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s. Nettlinx Limited

Dear Sir,

Sub: Declaration under sub-section (6) of section 149 of the Companies Act 2013 and Regulation 16 (1)(b) of SEBI (LODR) Regulations, 2015:

I, Vijay Kumar Maistry, hereby declare that I am an Independent Director of Nettlinx Limited and comply with all the criteria of Independent Director envisaged under Sub-section (6) of Section 149 read with IV of the Companies Act, 2013 and Sub-Regulation (b) of Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. I further certify that:

1. I am/was not a promoter of the company or its holding, subsidiary or associate company;
2. I am/was not related to promoters or directors in the company, its holding, subsidiary or associate company.
3. Apart from receiving director sitting fees/remuneration, I have/had no material pecuniary relationship /transactions, with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year.
4. None of my relatives
 - i. is holding any security of or interest in the company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year;
 - ii. is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - iii. as given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - iv. has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i)(ii) or (iii);
 - v. has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed from time to time, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Neither me nor my relatives:
 - i. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of (a) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or (b) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - iii. holds together with my relatives 2% or more of the total voting power of the company; or
 - iv. is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
6. I am not below the age of 21 Years.
7. I am not material supplier, service provider or customer or a lessor or lessee of the Listed Entity.
8. I am not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director. and I meet the criteria of independence as per the provisions of the Companies Act, 2013.

Yours Faithfully,

Date: 07.08.2025
Place: Hyderabad

Sd/-
Vijay Kumar Maistry
(Independent director)

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s. Nettlinx Limited

Dear Sir,

Sub: Declaration under sub-section (6) of section 149 of the Companies Act 2013 and Regulation 16 (1)(b) of SEBI (LODR) Regulations, 2015:

I, Jeeten Anil Desai, hereby declare that I am an Independent Director of Nettlinx Limited and comply with all the criteria of Independent Director envisaged under Sub-section (6) of Section 149 read with IV of the Companies Act, 2013 and Sub-Regulation (b) of Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. I further certify that:

1. I am/was not a promoter of the company or its holding, subsidiary or associate company;
2. I am/was not related to promoters or directors in the company, its holding, subsidiary or associate company.
3. Apart from receiving director sitting fees/remuneration, I have/had no material pecuniary relationship /transactions, with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year.
4. None of my relatives
 - i. is holding any security of or interest in the company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year;
 - ii. is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - iii. as given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - iv. has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i)(ii) or (iii);
 - v. has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed from time to time, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Neither me nor my relatives:
 - i. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of (a) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or (b) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - iii. holds together with my relatives 2% or more of the total voting power of the company; or.
 - iv. is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
6. I am not below the age of 21 Years.
7. I am not material supplier, service provider or customer or a lessor or lessee of the Listed Entity.
8. I am not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director and I meet the criteria of independence as per the provisions of the Companies Act, 2013.

Yours Faithfully,

Date: 07.08.2025
Place: Hyderabad

Sd/-
Jeeten Anil Desai
(Independent director)

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s. Nettlinx Limited

Dear Sir,

Sub: Declaration under sub-section (6) of section 149 of the Companies Act 2013 and Regulation 16 (1)(b) of SEBI (LODR) Regulations, 2015:

I, Satya Raja Shakar Praharaju, hereby declare that I am an Independent Director of Nettlinx Limited and comply with all the criteria of Independent Director envisaged under Sub-section (6) of Section 149 read with IV of the Companies Act, 2013 and Sub-Regulation (b) of Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. I further certify that:

1. I am/was not a promoter of the company or its holding, subsidiary or associate company;
2. I am/was not related to promoters or directors in the company, its holding, subsidiary or associate company.
3. Apart from receiving director sitting fees/remuneration, I have/had no material pecuniary relationship /transactions, with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year.
4. None of my relatives
 - i. is holding any security of or interest in the company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year;
 - ii. is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - iii. as given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - iv. has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i)(ii) or (iii);
 - v. has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed from time to time, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Neither me nor my relatives:
 - i. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of (a) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or (b) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - iii. holds together with my relatives 2% or more of the total voting power of the company; or.
 - iv. is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
6. I am not below the age of 21 Years.
7. I am not material supplier, service provider or customer or a lessor or lessee of the Listed Entity.
8. I am not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director and I meet the criteria of independence as per the provisions of the Companies Act, 2013.

Yours Faithfully,

Date: 07.08.2025
Place: Hyderabad

Sd/-
Satya Raja Shakar Praharaju
(Independent director)

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s. Nettlinx Limited

Dear Sir,

Sub: Declaration under sub-section (6) of section 149 of the Companies Act 2013 and Regulation 16 (1)(b) of SEBI (LODR) Regulations, 2015:

I, Amarender Reddy Bandaru, hereby declare that I am an Independent Director of Nettlinx Limited and comply with all the criteria of Independent Director envisaged under Sub-section (6) of Section 149 read with IV of the Companies Act, 2013 and Sub-Regulation (b) of Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. I further certify that:

1. I am/was not a promoter of the company or its holding, subsidiary or associate company;
2. I am/was not related to promoters or directors in the company, its holding, subsidiary or associate company.
3. Apart from receiving director sitting fees/remuneration, I have/had no material pecuniary relationship /transactions, with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year.
4. None of my relatives
 - i. is holding any security of or interest in the company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year;
 - ii. is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - iii. as given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - iv. has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i)(ii) or (iii);
 - v. has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed from time to time, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Neither me nor my relatives:
 - i. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of (a) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or (b) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - iii. holds together with my relatives 2% or more of the total voting power of the company; or.
 - iv. is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
6. I am not below the age of 21 Years.
7. I am not material supplier, service provider or customer or a lessor or lessee of the Listed Entity.
8. I am not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director and I meet the criteria of independence as per the provisions of the Companies Act, 2013.

Yours Faithfully,

Date: 07.08.2025
Place: Hyderabad

Sd/-
Amarender Reddy Bandaru
(Independent director)

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s. Nettlinx Limited

Dear Sir,

Sub: Declaration under sub-section (6) of section 149 of the Companies Act 2013 and Regulation 16 (1)(b) of SEBI (LODR) Regulations, 2015:

I, Sundeep Reddy Molakala, hereby declare that I am an Independent Director of Nettlinx Limited and comply with all the criteria of Independent Director envisaged under Sub-section (6) of Section 149 read with IV of the Companies Act, 2013 and Sub-Regulation (b) of Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. I further certify that:

1. I am/was not a promoter of the company or its holding, subsidiary or associate company;
2. I am/was not related to promoters or directors in the company, its holding, subsidiary or associate company.
3. Apart from receiving director sitting fees/remuneration, I have/had no material pecuniary relationship /transactions, with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year.
4. None of my relatives
 - i. is holding any security of or interest in the company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year;
 - ii. is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - iii. as given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - iv. has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i)(ii) or (iii);
 - v. has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed from time to time, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Neither me nor my relatives:
 - i. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of (a) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or (b) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - iii. holds together with my relatives 2% or more of the total voting power of the company; or.
 - iv. is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
6. I am not below the age of 21 Years.
7. I am not material supplier, service provider or customer or a lessor or lessee of the Listed Entity.
8. I am not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director and I meet the criteria of independence as per the provisions of the Companies Act, 2013.

Yours Faithfully,

Date: 07.08.2025
Place: Hyderabad

Sd/-
Sundeep Reddy Molakala
(Independent director)

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s. Nettlinx Limited

Dear Sir,

Sub: Declaration under sub-section (6) of section 149 of the Companies Act 2013 and Regulation 16 (1)(b) of SEBI (LODR) Regulations, 2015:

I, Vaishnavi Nalabala, hereby declare that I am an Independent Director of Nettlinx Limited and comply with all the criteria of Independent Director envisaged under Sub-section (6) of Section 149 read with IV of the Companies Act, 2013 and Sub-Regulation (b) of Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. I further certify that:

1. I am/was not a promoter of the company or its holding, subsidiary or associate company;
2. I am/was not related to promoters or directors in the company, its holding, subsidiary or associate company.
3. Apart from receiving director sitting fees/remuneration, I have/had no material pecuniary relationship /transactions, with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year.
4. None of my relatives
 - i. is holding any security of or interest in the company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year;
 - ii. is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - iii. as given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - iv. has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i)(ii) or (iii);
 - v. has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed from time to time, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Neither me nor my relatives:
 - i. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of (a) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or (b) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - iii. holds together with my relatives 2% or more of the total voting power of the company; or.
 - iv. is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
6. I am not below the age of 21 Years.
7. I am not material supplier, service provider or customer or a lessor or lessee of the Listed Entity.
8. I am not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director and I meet the criteria of independence as per the provisions of the Companies Act, 2013.

Yours Faithfully,

Date: 07.08.2025
Place: Hyderabad

Sd/-
Vaishnavi Nalabala
(Independent director)

**Annexures-6 to the Director's Report
Form No. AOC-2**

Particulars of contracts/arrangements made with related parties

[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]

This Form pertains to the 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. Details of contracts or arrangements or transactions not at arm's length basis – Nil

2. Details of material contracts or arrangement or transactions at arm's length basis

The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2025 are as follows:

Name(s) of the related party	Nature of relationship	Duration of the contracts	Salient terms	Date(s) of approval by the Board, if any:	Amount (Rs. In Lakhs)
Mr. Manohar Loka Reddy	Managing Director	Running contract	Remuneration		Rs. 60
Mr. Venkateswara Rao Narepalem	CFO cum Director	Running Contract	Managerial Remuneration	NA	Rs. 24
Mr. Sairam Gandikota	CS & Compliance Officer (KMP)	Running Contract	Remuneration	NA	Rs. 10.32
Mr. Manohar Loka Reddy	Managing Director	Running Contract	Loan	NA	Rs. 76.84
Mr. Vijaya Bhasker Reddy Maddi	Independent Director	Running Contract	Director Sitting Fees	NA	Rs. 0.75
Mr. Vijay kumar Maistry	Independent Director	Running Contract	Director Sitting Fees	NA	Rs. 0.10
Mr. Jeeten Anil Desai	Independent Director	Running Contract	Director Sitting Fees	NA	Rs. 0.75
Mr. P Satya Raja Shakar	Independent Director	Running Contract	Director Sitting Fees	NA	Rs. 0.45
Mr. Sreenivasa Rao Kurra	Independent Director	Running Contract	Director Sitting Fees	NA	Rs. 0.45
Nettlinx Technologies Private Limited	Wholly Owned Subsidiary Company	Running Contract	Loan	NA	Rs. 38.19
Nettlinx Realty Private Limited	Wholly Owned Subsidiary Company	Running Contract	Loan	NA	Rs. 49.63

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

**Date: 07.08.2025
Place: Hyderabad**

**Sd/-
Rohith Loka Reddy
Managing Director
DIN: 06464331**

**Sd/-
Jeeten Anil Desai
Director
DIN: 07254475**

Annexures-7 to the Director's Report

PARTICULARS OF EMPLOYEE

(As per Sub-section (12) of section 197 of the Act and rules made thereof as amended from time to time)

A.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 remunerations paid to Whole-time Directors and Senior Executives are reviewed and recommended by the Nomination and Remuneration Committee.

I The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

S.No.	Name of the Director(s)	Designation	Ratio of remuneration to MRE*	Amount in Rs.
Sitting Fees				
1.	Radhika Kundur	Non - Executive Director	0.82	5,000
2.	Jeeten Anil Desai	Independent Director	2.88	75,000
3.	Vijaya Bhasker Reddy Maddi	Independent Director	2.88	75,000
4.	Vijay Kumar Maistry	Independent Director	0.41	10,000
5.	Satya Raja Shakar Praharaju	Independent Director	1.64	45,000
6.	Sreenivasa Rao Kurra	Independent Director	1.64	45,000
Remuneration				
7.	Manohar Loka Reddy	Managing Director	20.53	60,00,000
8.	Sai Ram Gandikota	Company Secretary & Compliance Officer	3.53	10,32,000
9.	Venkateswara Rao Narepalem	Executive Director & CFO	8.21	24,00,000

*MRE: Median Remuneration of Employees

Note:

- a) S No. 1 to 4 are related to sitting fees paid to Non-Executive Director
- a) S No. 5 & 6 Remuneration includes monthly salary, perquisites and annual/performance pay
- b) **"Median"** means:
 - i. the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one;
 - ii. if there is an even number of observations, the median shall be the average of the two middle values.

ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year:

S.No.	Name of the Director(s)	Designation	Remuneration (Rs.)		% Increase/ (Decrease) in Remuneration
			FY 2024-25	FY 2023-24	
Sitting Fees					
1.	Radhika Kundur	Non - Executive Director	5,000	5,000	NA
2.	Jeeten Anil Desai	Independent Director	75,000	30,000	NA
3.	Vijaya Bhasker Reddy Maddi	Independent Director	75,000	30,000	NA
4.	Vijay Kumar Maistry	Independent Director	10,000	10,000	NA
5.	Satya Raja Shakar Praharaju	Independent Director	45,000	NA	NA
6.	Sreenivasa Rao Kurra	Independent Director	45,000	NA	NA
Remuneration					
7.	Manohar Loka Reddy	Managing Director	60,00,000	60,00,000	Nil
8.	Sai Ram Gandikota	Company Secretary & Compliance Officer	10,32,000	8,64,000	19.44
9.	Venkateswara Rao Narepalem	Executive Director & CFO	24,00,000	17,28,000	38.89

iii. The percentage increase in the median remuneration of employees in the financial year: -1.46 %

S.No.	Particulars	Remuneration (Rs.)		% Increase/ (Decrease)
		FY 2024-25	FY 2023-24	
1.	*Median Remuneration of all the employees per annum	292176	287963	1.46%

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

iv. The number of permanent employees on the rolls of company: 54 Employees.

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

- The average percentile increase already made in the salaries of employees excluding key managerial personnel is 19.49%.
- There was no increase in the remuneration of the Key Managerial Personnel.

S.No.	Particulars	Details (in %)	Justification (in case of increase in point no.2)
1.	Average percentage increase in the remuneration of all Employees* (Other than Key Managerial Personnel)	19.49	On account of event based Compensation revisions.
2.	Average Percentage increase in the Remuneration of Key Managerial Personnel	9.8%	On account of event based Compensation revisions.
	Manohar Loka Reddy -Managing Director	0	
	Sai Ram Gandikota-Company Secretary & Compliance Officer	19.44%	
	Venkateswara Rao Narepalem-CFO cum Director	38.89%	

vi. Affirmation that the remuneration is as per the remuneration policy of the company: Yes, the remuneration is as per the remuneration policy of the company.

Annexure-1(b)

vii. The Names of the top ten employees in terms of remuneration drawn and the name of every employee:

S.No.	Names of the Employees	Remuneration drawn (in Rs.)	Designation	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employees	Date of commencement of employment and age of such employee	The last employment held by such employee before joining the company	% of equity shares held by the employee in the company	Whether any such employee is a relative of any director/ manager of the company and if so, name of such director or manager
01	Sunil Kumar Juvvadi	24,00,000	COO	Permanent	B.Tech	01-Mar-23		0.0012	No
02	L.Balu	9,95,400	General Manager	Permanent	MBA	19-Apr-07	-	-	No
03	Ch. Srikanth	9,00,000	Enterprise Solutions Manager	Permanent	MBA	09-Jan-12			No
04	Ch. Hima Kiran	7,82,736	Comercial Manager	Permanent	MBA	14-Oct-09			No
05	G. Pavan Kumar	5,87,880	Asst. Manager - Networks	Permanent	Gradutation	02-Feb-09		No	
06	M. Kiran Kumar	5,70,180	Asst. Manager - Networks	Permanent	Gradutation	01-Oct-10			No
07	Chanti Anaparthi	5,52,444	Fiber-Head	Permanent	Gradutation	01-Mar-21			No
08	S. Raj Kumar	5,10,000	Asst. Manager - Networks	Permanent	Gradutation	01-Aug-12			No
09	Boyaju Franklin	4,81,056	Network Field Engineer	Permanent	Gradutation	01-Dec-19			No
10	A Laxman Kumar	4,62,000	Accountant	Permanent	Gradutation	01-Nov-23			No

By the order of the Board of Directors
For Nettlinx Limited

Date: 07.08.2025
Place: Hyderabad

Sd/-
Rohith Loka Reddy
Managing Director
DIN: 06464331

Sd/-
Jeeten Anil Desai
Director
DIN: 07254475

Annexure-8
REPORT ON CSR ACTIVITIES
[Pursuant to section 135 of the Companies Act, 2013 and
Rule 8 of the Companies
(Corporate Social Responsibility) Rules, 2014]

1. A brief Outline of Company's CSR Policy, including overview of projects or programmes undertaken/ proposed to be undertaken:

As an integral part of our commitment to good corporate citizenship, the Company believes in actively assisting in improvement of the quality of life of people in communities, giving preference to local areas around our business operations. Our Company clearly recognizes the long-term benefits of such an association over tangible results in the short-term, and strongly believes that the spend of contribution in all CSR activities would always depend on identifying the right projects. Towards achieving long-term stakeholder value creation, we shall always continue to respect the interests of and be responsive to our key stakeholders - the communities, especially those from socially and economically disadvantaged groups. CSR at the Company shall be underpinned by 'More from Less for More People' philosophy which implies striving to achieve greater impacts, outcomes and outputs of our CSR projects and programmes by judicious investment and utilization of financial and human resources, engaging in like-minded stakeholder partnerships for higher outreach benefitting more lives. Corporate citizenship is a natural extension of the Company's values and personality. For a brand that is all about dependability, your Company recognizes the symbiotic

relationship between the various stakeholders to strengthen communities.

Discovering once again the social responsibility of developing economic, social and environmental capital towards sustainability, Nettlinx Limited crafted CSR projects in achieving the mission. Nettlinx Limited believes and strives hard in sustainable development of society in which the enterprise draws economic and natural resources by enriching its capacity in contributing to the significant positive change in the economy.

Corporate Social Responsibility (CSR) is fundamentally a philosophy or a vision about the relationship of business and Society. The emerging concept of CSR goes beyond charity and requires the company to act beyond its legal obligations and to integrate social, environmental and ethical concerns into company's business process.

The projects undertaken are within the broad framework of Schedule VII of the Companies Act, 2013 ('the Act'). Our Company is focused on working on projects that have a high impact on the communities in which we live and operate. The major areas of activities undertaken by the Company are towards Promoting education, vocational skills among children, training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports.

2. Composition of *CSR Committee:

The details of the composition of the committee are given below:

S.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. Vijay Kumar Maistry	Chairman, Managing Director	2	2
2.	Mr. Manohar Reddy Loka@	Member, Executive Director	2	2
3.	Mr. Jeeten Anil Desai	Member, Non-Executive Director	2	2
4.	Mr. Amarendra Reddy Bandaru^	Member, Non-Executive Director	NA	NA

@ Resigned w.e.f. 10.05.2025

^ Appointed w.e.f. 10.05.2025

Note: 1. The Committee was re-constituted by the Board of Directors at their meeting held on 10.05.2025.
2. The Meeting of the Committee was held on 10.05.2024 and 13.11.2024

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:

The Committee has formulated a CSR Policy inter-alia indicating the CSR activities to be undertaken by your Company as per the Companies Act, 2013. The Committee reviews and recommends the amount of expenditure and CSR activities to be undertaken by your Company. The Committee also monitors the implementation of the CSR

Policy of your Company from time to time. Details of the Policy of your Company are available at <https://www.nettlinx.com/company/CSRPOLICY2024.pdf>.

4. Provide the executive summary along with the web-link of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable since the Company's average CSR obligation is less than Rupees Ten Crores in the three immediately preceding financial years.

5.

S.No	Particulars	Amount in INR
(a)	Average Net Profit of the Company as per sub-section (5) of section 135	40035666.67
(b)	Two percent of average net profit of the company as per sub-section (5) of section 135	800713.33
(c)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	0
(d)	Amount required to be set off for the financial year, if any	0
(e)	Total CSR obligation for the financial year [(b)+(c)-(d)].	800713.33

6. a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Rs.800713.33/-

b) Amount spent in Administrative overheads: Nil

c) Amount spent on Impact Assessment, if applicable: Nil

d) Total amount spent for the Financial Year [(a)+(b)+©s. 800713.33/-

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

Total Amount Spent for the Financial Year. in INR	Amount Unspent in INR				
	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
800713.33	NA	NA	NA		

(f) Excess amount for set off, if any: NIL

S.No.	Particulars	Amount in INR
(i)	Two percent of average net profit of the Company as per sub-section (5) of section 135	
(ii)	Total amount spent for the Financial Year	
(iii)	Excess amount spent for the financial year	
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	
(v)	Amount available for set off in succeeding financial years	

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

S.No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency , if any
					Name of the Fund	Amount (in Rs).	Date of transfer		
NA									

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

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: Not Applicable as the company has spent the entire CSR obligation.

By the order of the Board of Directors
For Nettlinx Limited

Date: 07.08.2025
Place: Hyderabad

Sd/-
Rohith Loka Reddy
Managing Director
DIN: 06464331

Sd/-
Jeeten Anil Desai
Director
DIN: 07254475

Annexure-9
COMPLIANCE CERTIFICATE PURSUANT TO
REGULATION 17(8) OF SEBI LODR, 2015

To
The Board of Directors
Nettlinx Limited

We, Rohith Loka Reddy, Managing Director and Venkateswara Rao Narepalem, Chief Financial Officer of Nettlinx Limited ("Company") to the best of our knowledge and belief certify that:

1. We have reviewed standalone as well as consolidated financial statements and the cash flow statement of the Company for the quarter/year ended 31st March, 2025 and to the best of their knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no

transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company code of conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee
 - a. There have not been any significant changes in internal control over financial reporting during the year;
 - b. There have not been any significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. There have not been any 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.

Date: 07.08.2025
Place: Hyderabad

Sd/-
Rohith Loka Reddy
Chairperson & MD

Sd/-
Venkateswara Rao Narepalem
Chief Financial Officer (CFO)

Annexure-10

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

This is to confirm that the Company has obtained from all the Members of the Board and Senior Management Personnel affirmation that they have complied with the Code of Conduct for Directors and Senior Management Personnel as required under Regulation 26(3) of the Listing Regulations for the FY 2024-25.

Date: 07.08.2025
Place: Hyderabad

For and on behalf of the Board of
Nettlinx Limited

Sd/-
Rohith Loka Reddy
Managing Director

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To
The Members,
M/s. Nettlinx Limited.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Nettlinx Limited**, having CIN: **L67120TG1994PLC016930** and having registered office at 5-9-22, Flat No.301, 3rd Floor, My Home Sarovar Plaza, Secretariat, Saifabad Hyderabad, Telangana-500063, India(hereinafter referred to as 'the Company'), produced before

me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Details of Directors:

Sl.No.	Name of the Director	DIN	Date of Appointment	Designation
1.	*Vijaya Bhasker Reddy Maddi	00278842	11/02/2022	Director
2.	Jeeten Anil Desai	07254475	10/11/2020	Director
3.	**Radhika Kundur	07135444	25/03/2015	Director
4.	***Manohar Reddy Loka	00140229	07/11/2005	Managing Director
5.	Venkateswara Rao Narepalem	01116904	01/10/2021	Director
6.	Vijay Kumar Maistry	02060345	28/07/2023	Director
7.	Sreenivasa Rao Kurra	06386417	13/11/2024	Director
8.	Satya Raja Shakar Praharaju	10832201	13/11/2024	Director
9.	**** Mr. Rohith Loka Reddy	06464331	10/05/2025	Managing Director
10.	*****Amarender Reddy Bandaru	01750325	10/05/2025	Director
11.	***** Mr. Sundeep Reddy Molakala	07302447	24/07/2025	Director
12.	***** Ms. Vaishnavi Nalabala	09598868	24/07/2025	Director

*Mr. Vijaya Bhasker Reddy Maddi resigned as director vide his resignation letter dated 06.02.2025 and approved by the board in their meeting held on 10.05.2025 with effect from 06.02.2025.

**Ms. Radhika Kundur resigned as director vide her resignation letter dated 25.04.2025 and approved by the board in their meeting held on 10.05.2025 with effect from 25.04.2025.

***Dr. Manohar Loka Reddy resigned as Managing Director-Directorship vide his resignation letter dated 10.05.2025 and approved by the board in their meeting held on 10.05.2025 with effect from 10.05.2025.

**** Mr. Rohith Loka Reddy appointed as Managing Director w.e.f 10.05.2025 and approved by the board in their meeting held on 10.05.2025 which is subject to approval of shareholder and shareholders approved the appoint by way of passing special resolution through postal ballot dated 28th June, 2025.

*****Amarender Reddy Bandaru appointed as Non-Executive & Independent Director w.e.f 10.05.2025 and approved by the board

in their meeting held on 10.05.2025 which is subject to approval of shareholder and shareholders approved the appoint by way of passing special resolution through postal ballot dated 28th June, 2025.

***** Mr. Sundeep Reddy Molakala appointed as Non-Executive & Independent Director w.e.f 24.07.2025 and approved by the board in their meeting held on 24.07.2025 which is subject to approval of shareholders.

***** Ms. Vaishnavi Nalabala appointed as Non-Executive & Independent Director w.e.f 24.07.2025 and approved by the board in their meeting held on 24.07.2025 which is subject to approval of shareholders.

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 the basis of 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 VCSR & Associates
Company Secretaries**

**Date: 07.08.2025
Place: Hyderabad**

**Sd/-
Ch.Veeranjaneyulu
Partner
FCS No:6121 C.P.No: 6392
UDIN: F006121G000953859
Peer Review No:6686/2025**

**COMPLIANCE CERTIFICATE ON CORPORATE
GOVERNANCE**

**[Pursuant to Clause E of Schedule V to the Securities and
Exchange Board of India (Listing Obligations and
Disclosure Requirements) Regulations, 2015]**

To,
The Members of
Nettlinx Limited
Hyderabad

1. We have examined the compliance of conditions of corporate governance by Nettlinx Limited (CIN L67120TG1994PLC016930), for the year ended on 31st March, 2025, under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").
2. The compliance of conditions of corporate governance is the responsibility of the management. My examination was

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

3. In my opinion and to the best of my information and according to the explanations given to us and the representations made by the Directors and Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with stock exchanges.

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.

This certificate is issued solely for the purposes of complying with Listing Regulations and may not be suitable for any other purpose.

**For VCSR & Associates
Company Secretaries**

**Sd/-
Ch.Veeranjaneyulu
Partner**

**FCS No:6121 & C.P.No: 6392
UDIN: F006121G000953859
Peer Review No:6686/2025**

**Date: 07.08.2025
Place: Hyderabad**

INDEPENDENT AUDITOR'S REPORT

To
The Board of Directors of M/s NETTLINX LIMITED
Report on the audit of the IND AS Standalone financial statements

Opinion

1. We have audited the accompanying standalone financial statements of NETTLINX LIMITED ("the Company"), which comprise the standalone balance sheet as at March 31, 2025, and the standalone statement of Profit and Loss (including Other Comprehensive Income), the standalone statement of changes in equity and the standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.
2. 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 read with the Company (Indian Accounting Standards) Rules, 2015 as amended ("Ind AS") and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and the profit and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) 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 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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

4. Key audit matters are those matters that, in our professional judgment, 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 not noticed any findings which are required to be considered in key audit matters of independent auditor's report.

Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

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

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 in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the standalone financial statements

6. 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, changes in equity and cash flows of the Company in accordance with the IND AS accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
7. In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those 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

8. 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.
9. 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) of the Act, 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.
- 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

10. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
11. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows 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 Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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".

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

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 27 to the standalone financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.

iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested either from borrowed funds or share premium or any other sources or kind of funds by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 30 to the standalone financial statements);

(b) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 30 to the standalone financial statements); and

(c) Based on such audit procedures that we 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 (a) and (b) contain any material misstatement.

v. The Company has not declared any dividend on equity share during the year.

NETTLINX LIMITED

vi. The Company is in the process of implementing the Audit Trail feature as per the statutory requirements.

12. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

**For Niranjan and Narayan
Chartered Accountants
Firm Registration Number:005899S**

**Place: Hyderabad
Date: 27th May, 2025**

**Sd/-
P. Venumadhava Rao
Partner
Membership Number: 202785
UDIN:25202785BMIUWE4645**

Annexure – ‘A’ to the Independent Auditor’s Report

Referred to in paragraph 11(f) of the Independent Auditor’s Report of even date to the members of Nettlinx Limited on the Standalone financial statements for the year ended March 31, 2025

Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of Nettlinx Limited (“the Company”) as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

2. The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (“the Guidance Note”) 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 Act.

Auditor’s Responsibility

3. Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. 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 with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to financial statements

6. A company’s internal financial controls with reference to 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 controls with reference to 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 financial statements

7. Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, 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 issued by ICAI.

For Niranjana and Narayan
Chartered Accountants
Firm Registration Number:005899S

Place: Hyderabad
Date: 27th May, 2025

Sd/-
P. Venumadhava Rao
Partner
Membership Number: 202785

Annexure – ‘B’ to Independent Auditors’ Report

Referred to in paragraph 10 of the Independent Auditors’ Report of even date to the members of Nettlinx Limited on the Standalone financial statements as of and for the year ended March 31, 2025)

- I (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.
- (B) The Company is maintaining proper records showing full particulars of Intangible Assets.
- (b) The Property, Plant and Equipment are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of all the immovable properties, as disclosed in Note 3 to the financial statements, are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment or intangible assets does not arise.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on (or) are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder.
- ii. (a) The Company is service oriented and does not have any inventory during the year under review. Accordingly, the reporting of the clause (ii)(a) is not applicable to the company for the current year
- (b) During the year, the Company has taken additional working capital limits of Rs.10.00 crore from HDFC bank. This loan was availed against security of immovable properties and personal guarantees of Director. Consequently, the question of our commenting on whether working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets and the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company does not arise as the loan is availed against security of immovable property of Director and not against the security of the current assets of the company.
- iii. (a) The Company has made investments in five companies. The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such investments, loans or advances and guarantees or security to subsidiaries, joint ventures and associates and to parties other than subsidiaries, joint ventures and associates are as per the table given below:

	Investments	Security	Loans	Advances in nature of loans
Aggregate amount invested during the year				
- Subsidiaries	-	-	-	-
- Joint Ventures	-	-	-	-
- Associates	-	-	-	-
- Others	-	-	-	-
Balance outstanding as a balance sheet date in respect of the above case				
- Subsidiaries	3735.87	-	-	-
- Joint Ventures	-	-	-	-
- Associates	-	-	-	-
- Others	13.16	-	-	-

(Also refer Note 5 to the financial statements)

- (b) In respect of the aforesaid investments, the terms and conditions under which such investments were made are not prejudicial to the Company’s interest.
- (c) The company does not granted any loans/advances in nature of loans during the year under review. Accordingly, the reporting of the clause (iii)(B)(c) to (iii)(B) (f) are not applicable to the company for the current year under review.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made. The Company has not provided any guarantees and security to the parties covered under Sections 185 and 186 of the Companies Act, 2013.
- v. In our opinion, and according to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Sections 73, 74, 75 and 76 or any other relevant provisions of the Act and the Rules framed thereunder to the extent notified, with regard to the deposits accepted by the Company or amounts which are deemed to be deposits. According to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits, and therefore, the question of our commenting on whether the same has been complied with or not does not arise.
- vi. Pursuant to the rules made by the Central Government of India, the Company is not required to maintain cost records as specified under Section 148(1) of the Act in respect of its supply of goods/services.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including goods and services tax, provident fund, employees’ state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, entry tax and other material statutory dues, as applicable, with the appropriate authorities.

There were no undisputed amounts payable in respect of goods and services tax, provident fund, employees’ state insurance, income tax, sales tax, service tax, duty of customs and other material statutory dues as at 31st March 2025 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues of goods and services tax, provident fund, employees' state insurance, income tax, cess, which have not been deposited on account of any dispute.
- viii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been previously recorded in the books of account.
- ix. (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Willful Defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion, and according to the information and explanations given to us, the company does not take any term loans during the year under review.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (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 subsidiaries.
- x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) to 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures specified under Section 133 of the Act.
- xiv. (a) In our opinion and according to the information and explanation given to us by the management, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) The Report of the internal auditor for the period under audit have been considered by us.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the management of the Company, the Group does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause 3(xviii) is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 41 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the

evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that 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. As at balance sheet date, the provisions of sec 135 of the companies Act 2013 is not applicable to the company. Accordingly, reporting under clause 3(xx)(a) to 3(xx)(b) of the Order is not applicable to the company
- xxi. The reporting under clause 3 (xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

**For Niranjana and Narayan
Chartered Accountants
Firm Registration Number:005899S**

**Place: Hyderabad
Date: 27th May, 2025**

**Sd/-
P. Venumadhava Rao
Partner
Membership Number: 202785**

NETTLINX LIMITED
CIN:L67120TG1994PLC016930
Standalone Balance Sheet as at 31-03-2025
All amounts are in Rs. Lakhs except share data and where otherwise stated

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
A. ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	833.29	785.08
(b) Capital work-in-progress	-	-	-
(c) Right to use Assets	4	-	17.72
(d) Intangible assets	4	2.31	3.30
(e) Financial assets		-	-
(i) investments	5	3,866.20	3,839.07
(ii) Other financial assets	6	86.20	48.27
Total non-current assets		4,787.99	4,693.45
Current assets			
(a) Financial assets			
(i) Trade receivables	7	2,164.00	1,272.23
(ii) Cash and cash equivalents	8	32.54	40.55
(iii) Loans		-	-
(iv) Other financial assets	9	14.31	11.91
(b) Other current assets	10	275.26	79.15
Total current assets		2,486.10	1,403.84
Total assets		7,274.10	6,097.29
A. EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	11	2,417.66	2,417.66
(b) Other equity	12	2,827.18	2,335.85
Total equity		5,244.84	4,753.51
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	13	19.08	47.44
(ii) Other Financial Liabilities	14	-	17.05
(b) Provisions	15	23.36	17.81
(c) Deferred tax liabilities (net)	16	28.01	22.89
Total non-current liabilities		70.45	105.20
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	13	1,537.99	965.84
(ii) Trade payables			
- Total outstanding dues of micro enterprises and small enterprises			
- Total outstanding dues of creditors other than micro enterprises and small enterprises	17	54.09	76.71
(iii) Other financial liabilities	14	87.56	41.66
(b) Other current liabilities	18	54.89	67.68
(c) Provisions	15	3.76	1.78
(d) Current tax liabilities (net)	19	220.52	84.92
Total current liabilities		1,958.80	1,238.59
Total equity and liabilities		7,274.10	6,097.29

Corporate information and Significant accounting policies 1,2
See accompanying notes are an integral part of the standalone financial statements to Previous period / year figure have been regrouped / Reclassified Wherever necessary. 3 to

As per our report of even date.
For M/s. NIRANJAN & NARAYAN
Chartered Accountants
(Firm Registration Number : 005899S)

Sd/-
P.VENUMADHAVA RAO
Partner
Membership No.202785
UDIN:25202785BMIUWE4645

Place: Hyderabad
Date: 27-05-2025

For and on behalf of the Board of Directors

Sd/-
Rohith Loka Reddy
Managing Director
DIN:06464331

Sd/-
N.Venkateswara Rao
Chief Financial Officer

Sd/-
JEETEN ANIL DESAI
Director
DIN:07254475

NETTLINX LIMITED

NETTLINX LIMITED
CIN:L67120TG1994PLC016930
Standalone Statement of Profit and Loss for the year ended March 31, 2025 (Rs. Lakhs)

Particulars	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
I Revenue from operations	20	2,271.79	1,998.33
II Other income	21	7.43	4.49
III Total Income (I + II)		2,279.22	2,002.82
IV			
(a) Access charges, license fee and network expenses	22	531.61	442.79
(b) Employee benefits expense	23	342.09	307.07
(c) Finance costs	24	123.17	98.88
(d) Depreciation and amortization expense	25	101.50	92.57
(e) Other expenses	26	380.42	184.05
Total Expenses		1,478.78	1,125.37
V Profit before tax (III - IV)		800.44	877.45
VI Tax expense			
(a) Current tax		220.52	241.83
(b) Prior Period Taxes		13.87	1.90
(c) Deferred tax expense /(credit)		(2.42)	(0.14)
Total tax expense		231.97	243.60
VII Profit after tax (V - VI)		568.46	633.85
VIII Other comprehensive income			
(I) items that will not be reclassified to profit or loss		-	-
(a) Remeasurement of the defined benefit plans		-	-
(b) Net (loss)/gain on fair value through OCI (FVTOCI)		27.12	37.02
(ii) Income tax on items that may not be reclassified to profit or loss		(7.55)	(10.30)
Total other comprehensive income		19.58	26.72
IX Total comprehensive income for the year (VII + VIII)		588.04	660.57

Earnings Per Share (Face value of Rs.10 each)

Basic and Diluted (Rs.)	2.35	2.62
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Corporate information and Significant accounting policies 1,2
See accompanying notes are an integral part of the standalone financial statements Previous period / year figure have been regrouped / Reclassified Wherever necessary.

As per our report of even date.
For M/s. NIRANJAN & NARAYAN
Chartered Accountants
(Firm Registration Number : 005899S)

For and on behalf of the Board of Directors

Sd/-
P.VENUMADHAVA RAO
Partner
Membership No.202785
UDIN:25202785BMIUWE4645

Sd/-
Rohith Loka Reddy
Managing Director
DIN:06464331

Sd/-
JEETEN ANIL DESAI
Director
DIN:07254475

Sd/-
N.Venkateswara Rao
Chief Financial Officer

Place: Hyderabad
Date: 27-05-2025

STATEMENT OF STANDALONE CASH FLOWS FOR THE YEAR ENDED 31-03-2025

(Rs. Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A CASH FLOW FROM OPERATING ACTIVITIES		
Net profit /Loss before tax and extra-ordinary items	800.44	877.45
Adjustments For :		
Depreciation	101.50	92.57
Finance costs	117.09	95.06
Interest - Income	3.81	(4.49)
Operating Profit /Loss Before working Capital Charges	1,022.84	1,060.60
Adjustments For :		
(increase)/ Decrease in Trade receivables	(891.77)	(1,043.96)
(increase)/ Decrease in Loans and advances	(2.40)	(0.41)
(increase)/ Decrease in Other Current Assets	(196.11)	342.80
increase/(Decrease) in Trade payables	(22.62)	(2.10)
increase/ (Decrease) in Other Current Liabilities	33.11	14.92
Increase/ (Decrease) in Provisions	7.53	0.26
Movements in working capital- Total	(1,072.27)	(688.48)
Cash Flows From Operating Activities	(49.43)	372.12
Direct Taxes	98.79	207.59
Net Cash Flow from operating Activities	(148.22)	164.54
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(130.99)	(127.63)
Disposal of Fixed Assets	-	2.03
Decrease/ (Increase) in Investment	-	(310.00)
increase/ Decrease in Other Non-Current Assets	(37.93)	(2.32)
Interest Received	(3.81)	4.49
Sale of Property,Plant and Equipment	-	-
Net Cash Flow From Investing Activities	(172.73)	(433.43)
C CASH FLOW FROM FINANCING ACTIVITIES		
Money received against share warrants	-	186.88
increase/ (Decrease) in Equity Share Capital	-	32.50
increase/ (Decrease) in Non-Current Liabilities	(45.41)	(695.09)
increase/ (Decrease) in Short Tem Borrowings	572.14	833.84
Dividend paid to company's shareholders	(96.71)	-
Finance costs Paid	(117.09)	(95.06)
Net Cash Flows from Financing Activities	312.93	263.06
Net Increase / Decrease in Cash + Cash equivalents	(8.01)	(5.83)
Opening Balance	40.55	46.38
Closing Balance	32.54	40.55

Statement of Cash flow has been prepared under the indirect method as set out in Ind AS - 7 specified under Section 133 of the Companies Act, 2013

As per our report of even date.
For M/s. NIRANJAN & NARAYAN
Chartered Accountants
(Firm Registration Number : 005899S)

For and on behalf of the Board of Directors

Sd/-
P.VENUMADHAV RAO
Partner
Membership No.202785
UDIN:25202785BMIUWE4645

Sd/-
Rohith Loka Reddy
Managing Director
DIN:06464331

Sd/-
JEETEN ANIL DESAI
Director
DIN:07254475

Sd/-
N.Venkateswara Rao
Chief Financial Officer

Place: Hyderabad
Date: 27-05-2025

NETTLINX LIMITED

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

All amounts are in Rs.Lakhs except share data and where otherwise stated

Equity share capital	Amount
Balance as at March 31, 2023	1,176.33
Changes in equity share capital during the year	1,241.33
Balance as at March 31, 2024	2,417.66
Changes in equity share capital during the year	-
Balance as at March 31, 2025	2,417.66

Other Equity	Reserves and surplus				Items of other comprehensive income		Money received against share warrants	Total
	Capital reserve	Securities premium	General reserve	Retained earnings	Revaluation reserve	Equity instruments through other comprehensive income	Others items of other Comprehensive Income	
Balance as at March 31, 2023	568.51	486.00	319.38	1,284.31	-	35.03	(69.12)	2,697.23
Profit for the Year	-	-	-	633.85	-	-	-	633.85
Other comprehensive income for the year	-	-	-	-	-	37.02	(10.30)	26.72
Changes in equity share capital during the year	-	260.00	-	-	-	-	-	186.88
Less: Dividend Payment	-	-	-	(74.94)	-	-	-	(74.94)
Less: Bonus	(568.51)	(246.00)	(319.38)	-	-	-	-	(1,133.89)
Balance as at March 31, 2024	-	500.00	-	1,843.22	-	72.04	(79.41)	2,335.85
Profit for the Year	-	-	-	568.46	-	-	-	568.46
Other comprehensive income for the year	-	-	-	-	-	27.12	(7.55)	19.58
Less: Dividend Payment	-	-	-	(96.71)	-	-	-	(96.71)
Balance as at March 31, 2025	-	500.00	-	2,314.97	-	99.17	(86.96)	2,827.18
See accompanying notes to the financial statements								

As per our report of even date.
For M/s. NIRANJAN & NARAYAN
Chartered Accountants
(Firm Registration Number : 005899S)

Sd/-
P.VENUMADHAVA RAO
Partner
Membership No.202785
UDIN:25202785BMIUWE4645

Place: Hyderabad
Date: 27-05-2025

For and on behalf of the Board of Directors

Sd/-
Rohith Loka Reddy
Managing Director
DIN:06464331

Sd/-
Jeeten Anil Desai
Director
DIN:07254475

Sd/-
N.Venkateswara Rao
Chief Financial Officer

NETTLINX LIMITED

Notes to the financial statements

All amounts are in (Rs.Lakhs) (except share data and where otherwise stated)

NOTE – 3: Property, plant and equipment and capital work-in-progress		As at March 31, 2025	As at March 31, 2024
Carrying amounts of:			
Freehold land		239.56	239.56
Buildings (*Note 3.1)		-	10.29
Plant & equipment		477.50	396.96
Furniture & fixtures		1.97	2.52
Vehicles		105.41	126.88
Office equipment		3.22	3.48
Computers		5.63	5.39
		833.29	785.08
Capital work-in-progress		-	-

NOTE – 4: Intangible Assets		As at March 31, 2025	As at March 31, 2024
Carrying amounts of:			
Software		2.31	3.30
		2.31	3.30

Particulars	Freehold land	Buildings	Plant & equipment	Furniture and fixtures	Vehicles	Office equipment	Computers	TOTAL	Right to Use Asset	TOTAL	Note : 4 Intangible Assets	
											Software	Total
A. Cost or deemed cost												
Balance as at March 31, 2023	239.56	15.88	1,058.84	58.58	254.97	97.88	64.05	1,789.76	88.62	88.62	8.54	8.54
Additions	-	-	115.62	-	6.27	0.61	5.13	127.63	-	-	-	-
Eliminated on disposal of assets	-	-	-	-	2.69	-	-	2.69	-	-	-	-
Balance as at March 31, 2024	239.56	15.88	1,174.46	58.58	258.54	98.49	69.18	1,914.69	88.62	88.62	8.54	8.54
Additions	-	-	124.62	0.07	1.91	0.85	3.53	130.99	-	-	-	-
Eliminated on disposal of assets	-	15.88	-	-	-	-	-	15.88	-	-	-	-
Balance as at March 31, 2025	239.56	-	1,299.08	58.64	260.46	99.34	72.71	2,029.80	88.62	88.62	8.54	8.54
B. Accumulated depreciation												
Balance as at March 31, 2023	-	5.32	738.78	55.28	108.07	89.89	59.08	1,056.42	53.17	53.17	4.24	4.24
Depreciation expense	-	0.27	38.72	0.78	24.26	5.12	4.71	73.85	17.72	17.72	1.00	1.00
Eliminated on disposal of assets	-	-	-	-	0.67	-	-	0.67	-	-	-	-
Balance as at March 31, 2024	-	5.59	777.50	56.06	131.67	95.00	63.79	1,129.61	70.89	70.89	5.24	5.24
Depreciation expense	-	10.29	44.08	0.62	23.38	1.12	3.29	82.78	17.72	17.72	1.00	1.00
Eliminated on disposal of assets	-	15.88	-	-	-	-	-	15.88	-	-	-	-
Balance as at March 31, 2025	-	-	821.58	56.67	155.05	96.13	67.08	1,196.51	88.62	88.62	6.23	6.23
C. Carrying amount												
Balance as at March 31, 2025	239.56	-	477.50	1.97	105.41	3.22	5.63	833.29	-	-	2.31	2.31
Balance as at March 31, 2024	239.56	10.29	396.96	2.52	126.88	3.48	5.39	785.08	17.72	17.72	3.30	3.30

***Note 3.1:

During the year, Company(NETTLINX LIMITED) impaired the value of old Building, due to cracks and collapse of old Building. Because of assets are impaired, the depreciation/ impairment in the current year increased when compared to last year. "

NETTLINX LIMITED

NETTLINX LIMITED
Notes to the financial statements
All amounts are in (Rs.Lakhs) (except share data and where otherwise stated)

NOTE – 5: Non-current investments	As at 31-03-2025	As at 31-03-2024
Investments in equity instruments		
Unquoted investments (fully paid)		
(a) Investments in subsidiaries (at cost unless stated otherwise)		
(I) "Nettlinx Inc, USA 24,663 (March 31, 2024: 24,663) equity shares of \$15 each	217.09	217.09
(ii) Nettlinx Realty Private Limited 379,969 (March 31, 2024: 379,969) equity shares of Rs.10 each	1,914.45	1,914.45
(iii) Sri Venkateswara Green Power limited 1,25,94,923 (March 31, 2024: 9,494,923) equity shares of Rs.10 each	1,259.49	1,259.49
(iv) Sailon Se 589,000 (March 31, 2024: 589,000) equity shares of EUR 01 each	362.84	362.84
(b) Investments in others (at Cost)		
(I) Northeast Broking Services Ltd 69,531 (March 31, 2024: 69, 531) equity shares of Rs. 10 each	13.16	13.16
(c) Investments carried at Fair Value Through Other Comprehensive Income (FVTOCI)	99.17	72.04
Total	3,866.20	3,839.07

NOTE – 6: Other financial assets

Unsecured, considered good

Non-Current

Security Deposits*	86.20	48.27
Total	86.20	48.27

*Includes Bank guarantee of Rs.53.523 Lacs against ISP license fee to the Department of Telecommunications.

NOTE – 8: Cash and cash equivalents

Balance with banks		
- In current accounts	32.46	22.62
Cash on hand	0.08	17.93
Total	32.54	40.55

NOTE – 9: Other financial assets

Interest Accrued but not due on FDRs	3.06	0.74
Rental Deposits	11.25	11.17
Total	14.31	11.91

NOTE – 10: Other current assets

Unsecured, considered good

Prepaid expenses	2.76	2.89
Balances with government authorities	217.41	13.93
Advance to Vendors	-	22.04
Staff Advances	0.68	0.59
Deposits	54.41	39.70
Total	275.26	79.15

NETTLINX LIMITED

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Notes to the financial statements

All amounts are in (Rs.Lakhs) (except share data and where otherwise stated)

Note: 7 Trade receivables

	As at 31-03-2025	As at 31-03-2024
Trade receivables - Billed (unsecured) consist of the following		
Trade receivables - Billed – current	2,164.00	1,272.23
Trade receivables - Billed		
Less: Allowance for doubtful trade receivables- Billed	-	-
Considered good	2,164.00	1,272.23

Ageing for trade receivables – outstanding as at March 31, 2025 is as follows

	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	1-3 years	More than 3 years	
Trade receivables - Billed							
Undisputed trade receivables-Considered good	-	1,034.03	449.63	588.91	56.08	35.36	2,164.00
Undisputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables-credit impaired	-	-	-	-	-	-	-
Disputed trade receivables-Considered good	-	-	-	-	-	-	-
Disputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables-credit impaired	-	-	-	-	-	-	-
	-	1,034.03	449.63	588.91	56.08	35.36	2,164.00
Less: Allowance for doubtful trade receivables - Billed	-	-	-	-	-	-	-
Trade receivables - Unbilled	-	-	-	-	-	-	-
							2,164.00

Ageing for trade receivables – outstanding as at March 31, 2024 is as follows

	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	1-3 years	More than 3 years	
Trade receivables - Billed							
Undisputed trade receivables-Considered good	-	688.94	439.61	99.01	3.62	41.05	1,272.23
Undisputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables-credit impaired	-	-	-	-	-	-	-
Disputed trade receivables-Considered good	-	-	-	-	-	-	-
Disputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables-credit impaired	-	-	-	-	-	-	-
	-	688.94	439.61	99.01	3.62	41.05	1,272.23
Less: Allowance for doubtful trade receivables - Billed	-	-	-	-	-	-	-
Trade receivables - Unbilled	-	-	-	-	-	-	-
							1,272.23

NETTLINX LIMITED

Notes to the financial statements

All amounts are in Rs.Lakhs except share data and where otherwise stated

Note - 11: Share capital	As at 31-03-2025		As at 31-03-2024	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised				
Equity shares of Rs. 10 each	3,45,00,000	3,450.00	3,45,00,000	3,450.00
(b) Issues, subscribed and fully paid-up				
Equity shares of Rs. 10 each	2,41,76,624	2,417.66	2,41,76,624	2,417.66
Total	2,41,76,624	2,417.66	2,41,76,624	2,417.66

Notes:

(i) Reconciliation of Equity Shares outstanding at the Beginning and at the end of the Reporting Period is set out below:

Equity share capital	Number of shares(Lakhs)	Amount (Rs. Lakhs)
Balance as at March 31, 2023	1,17,63,312	1,176.33
Changes in equity share capital during the year	1,24,13,312	1,241.33
Balance as at March 31, 2024	2,41,76,624	2,417.66
Changes in equity share capital during the year	-	-
Balance as at March 31, 2025	2,41,76,624	2,417.66

(ii) Rights, preference and restrictions attached to the equity shares:

The Company has only one class of shares referred to as equity shares having a face value of Rs. 10 each. Each holder of equity share is eligible for one vote per share held. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in the case of interim dividend. In the event of liquidation, the holders of equity shares will be entitled to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to the number of equity shares held by the shareholders.

(iii) Details of equity shares held by each shareholder holding more than 5% of the equity shares:

Name of the shareholder	As at 31-03-2025		As at 31-03-2024	
	Number of shares(Lakhs)	%	Number of shares(Lakhs)	%
Dr. Manohar Loka Reddy	78,37,420	32.42	99,06,716	40.98
Northeast Broking Services Ltd	15,56,348	6.44	15,56,348	6.44
Saranya Loka Reddy	12,88,372	5.33	12,88,372	5.33
ROHITH LOKA REDDY	13,20,000	5.46	12,50,000	5.17

(iv) Disclosure of Shareholding of Promoter

	As at 31-03-2025		As at 31-03-2024		
	Number of shares(Lakhs)	%	Number of shares(Lakhs)	%	Charge
Dr. MANOHAR LOKAREDDY	78,37,420	32.42	99,06,716	40.98	-8.56
MANOHAR LOKAREDDY HUF	2,99,548	1.24	2,99,548	1.24	0.00
P KALPANA REDDY	4,76,200	1.97	4,76,200	1.97	0.00
SARANYA LOKA REDDY	12,88,372	5.33	12,88,372	5.33	0.00
ROHITH LOKA REDDY	13,20,000	5.46	12,50,000	5.17	0.29
JAYA REDDY	50,000	0.21	50,000	0.21	0.00
NITHYA LOKA REDDY	1,17,638	0.49	1,17,638	0.49	0.00
SHILPA LOKA REDDY	1,96,400	0.81	1,96,400	0.81	0.00
	1,15,85,578	47.92	1,35,84,874	56.20	-8.28

NETTLINX LIMITED

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Notes to the financial statements

All amounts are in Rs. Lakhs except share data and where otherwise stated

NOTE – 12: Other equity	As at 31-03-2025	As at 31-03-2024
(a) Capital reserve	-	-
Any profit or loss on purchase, sale, issue or cancellation of the company's own equity instruments is transferred to capital reserve.		
(b) Securities premium	500.00	500.00
This reserve represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.		
(c) General reserve	-	-
This reserve is created by an appropriation from one component of equity (generally retained earnings) to another, not being an item of other comprehensive income. The same can be utilised by the Company in accordance with the provisions of the Companies Act, 2013.		
(d) Retained earnings	2,314.97	1,843.22
Retained earnings represents the cumulative undistributed profits of the Company and can be utilised in accordance with the provisions of the Companies Act, 2013.		
(e) Equity instruments through other comprehensive income	99.17	72.04
Change in fair value of equity instruments through other comprehensive income		
(f) Other items of other comprehensive income	(86.96)	(79.41)
Total	2,827.18	2335.85

NOTE - 13: Borrowings

Non-current

Secured Term Loans

-From Banks (Refer Note : 13.1)	19.08	47.44
-From Others		

Total	19.08	47.44
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Current

Secured Term Loans

Current maturities of long-term debt	28.36	26.84
HDFC Bank OD Account (Refer Note : 13.2)	1,509.62	863.28
Loan from related parties	-	75.72

Total	1,537.99	965.84
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Note:13.1 Loan received from Bank includes vehicle loan outstanding amount of Rs 47.44 lacs - with Motor Vehicle (Hypothecation) of Rs.131.038 lacs

Note:13.2 Dropline over draft facility for Rs.20.00 Crores obtained from HDFC Bank Ltd. at the interest rate of 9.60% p.a. Further, they are secured by way of personal guarantee and immovable properties of Shri Manohar Loka Reddy - Promotor of the Company.

NOTE – 14: Other Financial Liabilities

Non - Current

Lease Liability	-	17.05
Total	-	17.05

Current

Interest accrued but not due on borrowings	-	-
Outstanding expenses	29.56	7.20
Provision for Salaries	57.57	33.83
Rental deposit	0.43	0.63
Total	87.55	41.66

NETTLINX LIMITED
Notes to the financial statements
All amounts are in Rs. Lakhs except share data and where otherwise stated

NOTE – 15: Provisions	As at 31-03-2025	As at 31-03-2024
Non - Current		
Employee Benefits		
- Gratuity (Gratuity Fund created with LIC)	23.36	17.81
Total	23.36	17.81
Current		
Employee Benefits		
- Gratuity (Gratuity Fund created with LIC)	3.76	1.78
Total	3.76	1.78
NOTE –16 Deferred Tax		
Opening Deferred Tax-GAAP	52.39	52.25
Related to Temporary differences on Depreciation/Amortization	2.42	0.14
Deferred Tax Asset	54.81	52.39
Deferred Tax Liability	(82.82)	(75.28)
Net Deferred Tax Liability	28.01	22.89
Note: 17 Trade payables		
'- Total outstanding dues of micro enterprises and small enterprises	-	-
'- Total outstanding dues of creditors other than micro enterprises and small enterprises *	54.09	76.71
	54.09	76.71

Ageing for trade payables outstanding as at March 31, 2025 is as follows:

Outstanding for following periods from due date of payment

Particulars	Outstanding for following periods from due date of payment					
Trade payables	Not Due	Less than 1 year	1-2 years	1-3 years	More than 3 years	Total
MSME*	0	0	0	0	0	0
Others	0	25.64	3.28	2.96	22.21	54.09
Disputed dues - MSME*	0	0	0	0	0	0
Disputed dues - Others	0	0	0	0	0	0
	0	25.64	3.28	2.96	22.21	54.09
Accrued expenses						0
						54.09

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

Trade payables

Ageing for trade payables outstanding as at March 31, 2024 is as follows:

Outstanding for following periods from due date of payment

Particulars	Outstanding for following periods from due date of payment					
Trade payables	Not Due	Less than 1 year	1-2 years	1-3 years	More than 3 years	Total
MSME*	0	0	0	0	0	0
Others	0	46.91	2.64	8.21	18.95	76.71
Disputed dues - MSME*	0	0	0	0	0	0
Disputed dues - Others	0	0	0	0	0	0
	0	46.91	2.64	8.21	18.95	76.71
Accrued expenses						0
						76.71

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

NETTLINX LIMITED
Notes to the financial statements
All amounts are in Rs. Lakhs except share data and where otherwise stated

NOTE – 18: Other current liabilities	As at 31-03-2025	As at 31-03-2024
Unsecured		
Advances from customers	-	0.16
Statutory remittances	54.89	67.52
Total	54.89	67.68
NOTE – 19: Current tax liabilities	As at 31-03-2025	As at 31-03-2024
Provision for income tax	220.52	84.92
Total	220.52	84.92

NOTE – 20: Revenue from operations	For the Year ended March 31, 2025	For the Year ended March 31, 2024
(a) Sale of goods	4.93	6.78
(b) Sale of services		
(i) From Internet Bandwidth Service Charges	2,142.10	1,869.89
(ii) From Annual Maintenance Contract	42.25	-
(iii) From Network Maintenance Services	4.16	88.00
(iv) From Technical Staff Service	63.50	-
(v) From One Time Installation Charges	12.64	31.23
(vi) From Web Design & Maintenance Services	2.21	2.43
Total	2,271.79	1,998.33

NOTE – 21: Other income	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Interest income earned on financial assets that are not designated as at fair value through profit and loss:		
- Bank deposits	5.62	3.00
- Other financial assets	1.81	1.49
Total	7.43	4.49

NOTE – 22: Access charges, license fee and network expenses	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Bandwidth, leased circuit & service charges	348.09	289.00
Domain registration expenses	0.63	0.58
Annual membership fee	1.11	1.11
DOT licence fee	181.72	152.10
Web Domain expenses	0.05	-
Total	531.61	442.79

NOTE – 23: Employee benefits expense	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Salaries (including managerial remuneration)	317.41	293.24
Contribution to provident and other funds	12.31	8.18
Defined Benefits Plans	7.53	0.26
Staff welfare expenses	4.84	5.39
Total	342.09	307.07

NOTE – 24: Finance costs	For the Year ended March 31, 2025	For the Year ended March 31, 2024
(a) Interest costs:		
(i) interest on term loans	-	46.18
(ii) Interest on working capital facilities	117.09	42.63
(iii) Interest on Vehicle Loan	4.37	6.24
(b) Other borrowing costs:		
(i) Others (on Lease Liability)	1.70	3.82
Total	123.17	98.88

NOTE – 25: Depreciation and amortisation expense	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Depreciation of property, plant and equipment	100.51	91.58
Amortisation of intangible assets	1.00	1.00
Total	101.50	92.57

NOTE – 26: Other expenses	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Computer & network maintainance	173.07	34.26
Electricity charges	20.76	19.29
Rent	27.41	19.06
Vehicle maintainance	5.11	1.34
Office maintenance	15.00	10.63
Insurance	2.89	2.73
Rates and taxes	1.68	2.94
Communication	5.48	4.28
Travelling and conveyance	28.72	40.97
Advertisement and sales promotion	12.32	11.13
Professional charges	24.62	9.96
Audit Fees	3.00	2.00
Loss on sale of vehicle	-	0.83
Bad receivables written-off	24.22	-
Security charges	7.92	7.35
Stock Exchange Listing Fee & Demat Charges	11.43	12.52
Printing and stationery	2.15	0.45
Bank Charges	2.03	2.42
Miscellaneous expenses	4.58	1.87
Interest on Late Payment	0.02	0.01
Corporate Social Responsibility(CSR) Expenses	8.01	-
Total	380.42	184.05

Notes to the financial Statements

A. Corporate Information

Nettlinx Limited ('the Company') is a Public Limited Company incorporated in India, registered under Companies Act 1956 having registered office at 5-9-22 Flat No. 301, 3rd Floor My Home Sarovar Plaza, Secretariat Road, Saifabad, Hyderabad, Telangana, India - 500063 and its securities listed on the BSE Limited.

Nettlinx Limited provides a portfolio of high-quality Internet solutions for data voice and security and software development to cater to the corporate customer needs.

B. Basis of preparation of financial statements

B.1. Statement of Compliance

These financial statements are prepared in accordance with the generally accepted accounting principles (GAAP) in India and in compliance with the Indian Accounting Standards (Ind AS) Specified under section 133 of the Companies Act 2013 ("the Act") read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, the Companies (Indian Accounting Standards) (Amendment) Rules, 2017 and other provisions to the Act, to the extent notified and applicable as well as applicable guidance notes and pronouncements of the Institute of Chartered Accountants of India (the ICAI)

The financial statements were authorized for issue by the Company's Board of Directors on 27th May 2025, .

Details of the accounting policies are included in Note 1.

B.2 Basis of preparation and presentation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

These financial statements have been prepared under the historical cost convention on an accrual and going concern basis except for the following assets and liabilities:

- Certain financial assets and liabilities are measured at fair value;
- Employee defined benefit assets/(liability) are recognized as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation;

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.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

B.3 Functional and presentation currency

The financial statements are presented in Indian rupees, which is the functional currency of the Company. All amounts are in Indian Rupees except share data, unless otherwise stated.

B.4 Operating Cycle

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out under Ind As and in the Schedule III to the Companies Act, 2013.

Assets:

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

- a) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realized within twelve months after the reporting date; or
- d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

Liabilities:

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

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

B.5 Critical accounting judgements and key sources of estimation uncertainty.

In the application of the Company's accounting policies, which are described in Note 1, the management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

Provision and contingent liability

On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.

Useful lives of depreciable assets

Useful life of Property, Plant and Equipment including intangible asset: Residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Investment in equity instruments of subsidiary and associate companies

During the year, the Company assessed the investment in equity instrument of subsidiary companies carried at cost for impairment testing. These companies are expected to generate positive cash flows in the future years. Detailed analysis has been carried out on the future projections and the Company is confident that the investments do not require any impairment.

B.6. Fair value measurement and valuation process:

The company measured financial assets and liabilities, if any, at fair value for financial reporting purposes.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

1. Significant accounting Policies
1.1 Revenue recognition

The Company offers a complete range of network solutions like Internet, Network Management Services, Data Centre and Co-Location Services and Enterprise Mailing Solutions etc and derives revenues primarily from business IT services comprising of software development and related services, consulting and package implementation.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

Revenue from Online information and database access or retrieval recognized as the service is performed on the basis of actual usage of the company network in accordance with contractual obligation and is recorded net of Goods & service tax.

Company provided specialised features to the subscribers which entitle them to access the network of the company, in such case the revenue is recognised when such features are activated and used by the subscriber.

Products and platforms:

The Company offers a complete range of network solutions like Internet, Network Management Services, Data Centre and Co-location Services and Enterprise Mailing Solutions etc and derives revenues in the way of sale of products, sale of VOIP Telephones and Bandwidth Services, Web Solutions & ITES (Exports).

Revenue includes only the gross inflows of economic benefits received a receivable by the entity on its own account. Amounts collected on behalf of third parties such as sales taxes, goods and services taxes and value added taxes are not economic benefits which flow to the entity and do not result in increases in equity. The company presents revenues net of taxes in its statement of Profit and Loss.

Other Income

Other income is comprised primarily of interest income, Rental income and exchange gain / loss on translation of other assets and liabilities. Interest income is recognized using the effective interest method.

1.2 Leases

Effective 1 April 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on 1 April 2019 using the modified retrospective method. Comparatives as at and for the year ended 31 March 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies applicable for previous year. The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement. Lessee Policy effective 1 April 2019 the Company's lease asset classes primarily consist of leases for Land, buildings and colocations spaces. The Company assesses whether a contract contains a lease, at inception of a contract. 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.

Company recognized Right use Asset and Lease Liability value of Rs.88.62 Lakhs in the year 2020-2021

1.3 Foreign currency Transactions. Functional currency

The functional currency of the Company is the Indian rupee. These financial statements are presented in Indian rupees (rounded off wherever required)

Transactions and translations

Transactions denominated in foreign currencies are recorded at the exchange rates prevailing at the time of the transaction.

Foreign-currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

Exchange difference on monetary items is recognised in the Statement of Profit and Loss in the period in which it arises except for;

- (a) Exchange difference on foreign currency borrowings relating to depreciable capital asset is included in cost of assets.
- (b) Exchange difference on foreign currency transactions, on which receipt and/ or payments is not planned, initially recognised in Other Comprehensive Income and reclassified from Equity to profit and loss on repayment of the monetary items.

The results and financial position of foreign operations with functional currency different from the presentation currency, are translated into the presentation currency as follows:

- (a) Assets and liabilities for each consolidated statement of financial position presented are translated at the closing rate at the date of that consolidated statement of financial position;
- (b) income and expenses for each consolidated statement of comprehensive income are translated at average exchange rates (unless average rate is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (c) All resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated into rupee, the functional currency of the company, at the exchange rates at the reporting date. Exchange difference arising is recognised in other comprehensive income and accumulated in equity, except to the extent that the exchange differences is allocated to the non-controlling interests.

1.4 Borrowing costs

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets up to the commencement of commercial operations. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Other borrowing costs are recognised as an expense in the year in which they are incurred.

Borrowing cost includes interest incurred in connection with the arrangement of borrowings to the extent they are regarded as an adjustment to the interest cost.

1.5 Taxes on Income Tax and Deferred Tax

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Provision for income tax is made on the basis of taxable income for the year at the current rates

Deferred tax represents the effect of temporary difference between carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable income. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred tax liabilities are generally accounted for all taxable temporary differences. Deferred tax asset is recognised for all deductible temporary differences, carried forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which such deductible temporary differences can be utilised.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets/ liabilities are not recognised for initial recognition of Goodwill or on an asset or liability in a transaction that is not a business combination and at the time of transaction

affects neither the accounting profit nor taxable profit or loss. MAT credit is recognised as an asset, only if it is probable that the Company will pay normal income tax during the Specified period.

1.6 Earnings per share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company and includes post tax effect of any exceptional item by the weighted average number of equity shares outstanding during the period excluding the shares owned by the Trust, outstanding during the period

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

1.7 Property, plant and equipment (PPE)

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. The Company identifies and determines separate useful lives for each major component of the property, plant and equipment, if they have a useful life that is materially different from that of the asset as a whole.

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

Expenses on existing property, plant and equipment, including day-to-day repairs, maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the year during which such expenses are incurred. Gains or losses arising from de recognition of assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

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 are 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.

1.8 Depreciation

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life as per Ind AS 16 and is provided on a Reduced Balance Method basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment. Depreciation is charged on a pro-rata basis for assets purchased / sold during the year.

The management's estimates of the useful lives of various assets for computing depreciation are as follows:

Particulars	Useful life (in yrs)
Buildings	60
Plant and Machinery	13
Furniture & Fixtures	10
Office Equipment – Others	05
Vehicles	8

The useful lives as given above best represent the period over which the management expects to use these assets, based on technical assessment. The estimated useful lives for these assets are therefore different from the useful lives prescribed under Part C of Schedule II of the Companies Act 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.

1.9 Intangible assets and amortisation

1. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Cost includes all direct costs relating to acquisition of Intangible assets and borrowing cost relating to qualifying assets.

2. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Particulars	Useful life
3. There are no intangible assets assessed with indefinite useful life. The life of amortisation of the intangible assets is as follows. Particulars	
Software	8 years

4. Intangible assets are amortized over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting year. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end.

5. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss.

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

1.10 Inventories

Stock-in-trade, stores and spares are accounted for at cost and all other costs incurred in bringing the inventory to their present location and condition, determined on weighted average basis or net realizable value, whichever is less. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

The company dealing in business of Bandwidth & Software services and does not have any Inventory.

1.11 Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank and cash in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

1.12 Statement of Cash Flows (Cash Flow Statement)

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated.

1.13 Employee benefits

1. Provident Fund: Employees of the Company receive benefits under the provident fund, a defined benefit plan. The employee and employer each make monthly contributions to the plan. A portion of the contribution is made to the provident fund trust managed by the Company or Government administered provident fund. The liability is actuarially determined (using the projected unit credit method) at the end of the year. The contributions are charged to the statement of profit and loss in the year when employee renders the related service. There are no other obligations other than the contribution payable to the respective authorities.

2. Gratuity:

The Company provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method.

3. Compensated Absences:

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by Estimation Basis.

4. The actuarial valuation is done at the end of the year. Actuarial gains/losses are immediately taken to statement of profit and loss and are not deferred.

1.14 Investments in Subsidiaries and Associates

The company's investment in its Subsidiaries and Associates are carried at cost.

1.15 Provisions

1. A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

2. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

1.16 Financial instruments

a. Recognition and Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issues of financial assets

and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

b. Classification and Subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortized cost;
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the company changes its business model for managing financial assets.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortized cost as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment* whether contractual cash flows are solely payments of principal and interest

*For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is

defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

Financial assets at amortized cost: These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Financial liabilities:

Classification, Subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

c. Derecognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

d. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

e. Impairment

The Company recognizes loss allowances for expected credit losses on financial assets measured at amortized cost; At each reporting date, the Company assesses whether financial assets carried at amortized cost and debt securities at fair value through other comprehensive income (FVOCI) are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable data:

- Significant financial difficulty of the borrower or issuer;
 - The restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
 - It is probable that the borrower will enter bankruptcy or other financial reorganization; or
 - The disappearance of an active market for a security because of financial difficulties.
- The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:
- Debt securities that are determined to have low credit risk at the reporting date; and

- Other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

Measurement of expected credit losses

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Note 27

CONTINGENT LIABILITIES (IndAS-37)

Contingent liabilities/claims not provided for:

a) Claims against the Company not acknowledged as Debt:	2024-25	2023-24
i) * Licence fee assessment	782.77	43.30
ii) *Licence fee assessment notice-outstanding with interest and penalty	2555.39	911.67
iii. **GST	653.71	-

* Licence fee assessment

Company has received revised license fee assessment notice from Department of Telecommunications-AP circle for the years 2005-06 to 2010-11, 2011-12 to 2013-14 and 2014-15 to 2020-21 w.r.t ISP(IT) License fee for Rs.782.77 Lakhs and Interest due up to 31-12-2024 for Rs.1560.73 Lakhs and Penalty and Interest on penalty due up to 31-12-2024 for Rs.994.66 Lakhs

In the light of judgment dated 24.10.2019 of Hon'ble Supreme Court on the dispute between DoT and Telecom Service Providers (TSPs) regarding interpretation of AGR, DoT vide communication dated 05.12.2019 requested submission of a comprehensive representation since all the demands are being re-examined w.r.t. the Hon'ble Supreme Court Judgement. The company has represented to DoT stating inter-alia that the demands raised are not sustainable either in law or on facts as the nature of license in case of telecom service providers is different and distinct from the licenses given to the company

**GST

(i) Demand of Rs.3.04 Lakhs on M/s Nettlinx Limited, towards the CGST ITC irregularly availed by them during the period from 07 /2019 to 06/2020, under the provisions of Section 74 of the CGST Act,2017.

(ii) Demand of Rs.3.04 Lakhs on M/s Nettlinx Limited, towards the SGST ITC irregularly availed by them during the period from 07 /2019 to 06 /2020, under the provisions of sub-Section (1) of Section 74 of the TGST Act,2017.

(iii) Imposition of penalty of Rs.647.63lakhs-under Section 122(1)(vii) and Section122(1)(ii) simultaneously, these two provisions cover separate contraventions i.e. availment of ITC without actual receipt of goods /services and issuance of invoice without underlying supply.

ORDER-IN-APPEAL NO. HYD-GST-HYC-APP1-COMMR-013 & 014-23-24 dt 12-01-2024

The Company intends to file an appeal against the said Order with the Appellate Tribunal Authorities. The Company is hopeful of a favorable outcome thereof and does not expect the said Order to have any material financial impact on the Company

The appellate tribunal has not been constituted yet and therefore the appeal cannot be filed within three months from the date on which the order sought to be appealed against is communicated. In order to remove difficulty arising in giving effect to the above provision of the Act, the Government, on the recommendations of the Council, has issued the Central Goods and Services Tax (Ninth Removal of Difficulties) Order, 2019 dated 03.12.2019. It has been provided through the said Order that the appeal to tribunal can be made within three months (six months in case of appeals by the Government) from the date of communication of order or date on which the President or the State President, as the case may be, of the Appellate Tribunal enters office, whichever is later.

NOTE 28
Rs. In Lakhs
Auditors Remuneration:

Particulars	For the Year 2024-25	For the Year 2023-24
a) Statutory Auditor		
Audit Fee	3.00	2.00
Certification & Fees for other Services	0.35	0.99

Note 29
Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.

Under the Micro, Small and Medium Enterprises Development act, 2006(MSMED) which came into force from Oct 2, 2006, certain disclosures are required to be made relating to MSMED. On the basis of information and records available with the company, the following disclosures are made for the amounts due to the micro and small enterprises.

(Rs. in Lakhs)

S.No.	Particulars	As at March 31, 2025	As at March 31, 2024
1	Principal amount due to any supplier as at the year end.	-	-
2	Interest due on the principal amount unpaid at the year end to any supplier.	-	-
3	Amount of interest paid by the company in terms of Sec-16 of the MSMED, along with the amount of the payment made to the suppliers beyond the appointed day during the accounting year.	-	-
4	Payment made to the enterprises beyond appointed date under section 16 of MSMED	-	-
5	Amount of interest due and payable for the period of delay in making payment, which has been paid but beyond the appointed day during the year, but without adding the interest specified under MSMED.	-	-
6	Amount of interest accrued and remaining unpaid at the end of each accounting year and	-	-
7	Amount of further interest remaining due and payable even in the succeeding until such date when the interest dues as above or actually paid to the enterprises, for the purpose of disallowance as deductible expenditure U/S 23 of MSMED.	-	-

Note 30
Related Party disclosures under IND AS - 24.

The List of Related Parties as identified by the management is as under:

1) Subsidiaries of the Company having significant Influence
a) Nettlinx Inc, USA –WOS
b) Nettlinx Realty Private Limited–WOS
c) Sri Venkateswara Green Power Projects Limited
d) Sailon SE
e) Nettlinx Technologies Private Limited (wholly owned subsidiary of Nettlinx Realty Pvt Ltd)
2) Companies in which directors are interested
a) North East Broking Services Limited
3) Key Management Personnel (KMP) of the Company
a) Shri Rohith Loka Reddy – Managing Director (Appointed w.e.f.10-05-2025)
b) Dr.Manohar Loka Reddy - Managing Director (Resigned w.e.f.10-05-2025)
c) Venkateswara Rao Narepalem - CFO

Following transactions were carried out with related parties in the ordinary course of business during the year 2024-25

(Rs. in Lakhs)

S.No	Description	Subsidiaries	Parties having Significant Influence	KMP	Total
1	Managerial Remuneration	-	-	94.32	94.32
2	Reimbursement of Expenses	-	-	-	-
3	Service Sales	-	-	-	-
4	Loans (Repaid to parties)	-	-	75.72	75.72
5	Loans (Received from parties)				
6	Investments	-	-	-	-

Following are the transactions carried out with related parties during the previous year 2023-24

(Rs. in Lakhs)

S.No	Description	Subsidiaries	Parties having Significant Influence	KMP	Total
1	Managerial Remuneration	-	-	85.92	85.92
2	Reimbursement of Expenses	-	-	-	-
3	Service Sales	-	-	-	-
4	Loans (Repaid to parties)	-	9	174.59	183.59
5	Loans (Received from parties)	-	9	250.31	259.31
6	Investments	310	-	-	310

Balances Outstanding with related parties: FY2024-25

Dr.Manohar Loka Reddy

NIL

FY 2023-24

Rs.75.72 lakhs

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, all decisions relating to the remuneration of the Directors of the Company, in accordance with shareholder's approval, wherever necessary
Terms and Conditions of transactions with Related Parties:

The sale to related parties are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free.

For the year ended March 31, 2025, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Note 31

Defined Benefit Plan

The Company provides its employees with benefits under a defined benefit plan, referred to as the "Gratuity Plan". The Gratuity Plan entitles an employee, who has rendered at least five years of continuous service, to receive 15 days salary for each year of completed service (service of six months and above is rounded off as one year) at the time of retirement / exit.

The following tables summarize the components of net benefit expense recognized in the statement of profit or loss and the amounts recognized in the balance sheet for the plan:

Reconciliation of opening and closing balances of the present value of the defined benefit obligations:

(Rs. in Lakhs)

S.No	Parties	Gratuity (Funded Plan)	
		As on 31-03-2025	As on 31-03-2024
I	Change in Obligation		
	1 Present Value of defined benefit obligation at the beginning of the year	19.59	19.33
	2 Current service cost	3.61	2.72
	3 Interest cost	1.39	1.43
	4 Actuarial (gain) / loss on obligation	2.53	(3.88)
	5 Benefits paid	-	-
	6 Present Value of defined benefit obligation at the end of the year	27.12	19.59
II	Change in the Fair Value of Plan Assets		
	1 Fair Value of Plan assets at the beginning of the year	22.24	19.16
	2 Expected return on plan assets	0	0
	3 Contributions by employer	12.90	1.60
	4 Actuarial gain / (loss) on plan assets	1.81	1.49
	5 Benefits paid	-	-
	6 Fair Value of Plan assets at the end of the year	36.96	22.24
III	Expenses recognized in the Profit and Loss Account		
	1 Current service cost	3.61	2.72
	2 Interest cost	1.39	1.43
	3 Expected return on plan assets	(1.12)	(1.48)
	4 Net actuarial loss / (gain) recognized in the current year		
	5 Expenses recognized in the Profit and Loss Account	3.88	2.67
IV	Re-measurements recognized in Other Comprehensive Income (OCI)		
	1 Changes in Financial Assumptions	0	0
	2 Changes in Demographic Assumptions		0
	3 Experience Adjustments		
	4 Actual return on Plan assets less interest on plan assets	1.84	(3.90)
	5 Amount recognized in Other Comprehensive Income (OCI)		
V	Expenses recognized in the Balance Sheet as at the end of the year		
	1 Present value of defined benefit obligation	27.12	19.59
	2 Fair Value of plan assets at the end of the year	36.96	22.24
	3 Funded status [Surplus / (Deficit)]	9.84	2.65
	4 Net assets / (liability) as at the end of the year	9.84	2.65
VII	Sensitivity analysis for significant assumptions: *		
	Increase/(Decrease) on present value of defined benefit obligation at the end of the year		
	Salary escalation-up by 1%	32.76	23.92
	Salary escalation-down by 1%	22.59	16.11
	Discount Rates-up by 1%	24.39	17.51
	Discount Rates-down by 1%	30.4	22.1
	Withdrawal Rates-up by 1%	28.88	20.87
	Withdrawal Rates-down by 1%	25.09	18.11
VIII	The major categories of plan assets as a percentage of total plan		
	1 Qualifying Insurance Policy		
IX	Actuarial Assumptions		
	1 Discount rate	6.78%	7.10%
	2 Withdrawal rate		
	3 Return on plan assets	0	0
	4 Salary Escalation	5%	5%

Note 32**Earnings per Share (EPS) –****(Rs. in Lakhs)**

S.No.	Particulars	Year Ended 31-03-2025	Year Ended 31-03-2024
1	Profit attributable to the Equity Share Holders (Rs in Lakhs)- A	568.46	633.85
2	No. of Equity Shares B	2,41,76,624	2,41,76,624
3	Nominal Value of the Share (Rs.)	10	10
4	Basic / Weighted average number of Equity Shares – B	2,41,76,624	2,41,76,624
5	Earnings per Share (Rs.) – A/B*	2.35	2.62
6	Diluted Earnings Per Share (Rs)- A/(B+E)	2.35	2.62

Note 33

As stipulated in IndAS-36, the Company has assessed its potential of economic benefits of its business units and is of the view of that the assets employed in continuing business are capable of generating adequate returns over their useful life in the usual course of its business.

Note 34**Financial risk management objectives and policies**

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

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk, interest rate risk and other price risk, such as equity price risk and commodity/ real estate risk. Financial instruments affected by market risk include loans and borrowings and refundable deposits. The sensitivity analysis in the following sections relate to the position as at March 31, 2025 and March 31, 2024.

The sensitivity analyses have been prepared on the basis that the amount of net debt and the ratio of fixed to floating interest rates of the debt.

The analysis excludes the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions.

The below assumption has been made in calculating the sensitivity analysis:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2025 and March 31, 2024

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Company does not enter into any interest rate swaps.

ii) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The credit risk arises principally from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks and financial institutions and other financial instruments.

Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom credit has been granted after obtaining necessary approvals for credit. The collection from the trade receivables is monitored on a continuous basis by the receivables team.

As per the Management estimation, the company is confident of recovering the present Trade Receivables. Hence no ECL (Expected Credit Loss) has created.

Customers accounted for more than 5% of the revenue as of March 31, 2025 is

1. The Principal Secretary, ITE&C Department Hyderabad, Telangana for Rs.859.04 Lakhs
2. The Commissioner of Police Hyderabad, Telangana for Rs.228.00 Lakhs
3. Dy.Inspector General of Police TSiCCC Hyderabad, Telangana for Rs.378.44 Lakhs

Credit risk on cash and cash equivalent is limited as the Company generally transacts with banks and financial institutions.

iii) Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans. The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

(Rs. in Lakhs)

Particulars	Less than 1 year	1 to 5 years	More than 5 years.	Total
Year ended March 31, 2025				
Borrowings (including Current maturities of long term debt)	1537.99	19.08	-	1557.07
Other noncurrent financial liabilities	-	-	-	-
Trade payables	25.64	28.45	-	54.09
Other Payables	54.89	-	-	54.89
Salary and Bonus payable	57.58	-	-	57.58
Year ended March 31, 2024				
Borrowings (including Current maturities of long term debt)	965.84	47.44	-	1013.28
Other noncurrent financial liabilities	17.05	-	-	17.05
Trade payables	46.91	29.80	-	76.71
Other Payables	67.68	-	-	67.68
Salary and Bonus payable	33.83	-	-	33.83

Note 35**Capital management**

The Company's policy is to maintain a stable capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors capital on the basis of return on capital employed as well as the debt to total equity ratio.

For the purpose of debt to total equity ratio, debt considered is long-term and short-term borrowings. Total equity comprises of issued share capital and all other equity reserves excluding Debenture Redemption Reserve.

The capital structure as follows

(Rs. in Lakhs)

Particulars	31-Mar-25	31-Mar-24
Total equity attributable to the equity shareholders of the Company	5244.84	4753.51
As a percentage of total capital	77.11	82.43
Long term borrowings including current maturities	47.49	74.28
Short term borrowings	1509.62	939.00
Total borrowings	1557.07	1013.28
As a percentage of total capital	22.89	17.57
Total capital (equity and borrowings)	6801.91	5766.80

Note 36**Corporate Social Responsibility:****Committee**

The provisions of Section 135 of the Companies Act, 2013 are applicable to the Company from the current Financial Year i.e. 2024-2025 as the net profit of the Company for the year 2023-2024 is more than Rs.5.00 Crores. The utilization of the 2% of the net profits towards the activities mentioned in the Companies (Corporate Social Responsibility Policy) Rules, 2014, and same has been taken up in during the current Financial Year 2024-2025. (Refer Annexure.)

In this regard, the Board of Directors constituted the Corporate Social Responsibility Committee consisting of •Mr. Vijaya Bhasker Reddy Maddi •Dr. Manohar Loka Reddy •Mr. M Vijay Kumar

Note 37

Details of foreign exchange **Inflow** or **Out flow** during the year: - **NIL** -

Note 38

The Company is in the process of obtaining confirmations for the Balances of Trade Payables, Trade receivables, Advances from the Customers and other balances.

Note 39**Effective Tax Rate (in Percentage)**

Particulars	Year Ended 31-03-02025	Year Ended 31-03-02024
Applicable tax rate	27.82	27.82
Effect of tax-other head of Income/exempt income	0	0
Effect of non-deductible expenses	3.59	3.06
Effect of allowances for tax purposes	(4.12)	(3.46)
Effective tax rate	27.29	27.42

Note:40**Financial Ratios**

	Particulars	Year Ended 31-03-2025	Year Ended 31-03-2024	Variance	Reasons for variance of above 25%
(a)	Current Ratio (Current Assets / Current Liabilities)	1.29	1.16	11%	
(b)	Debt-Equity Ratio (Non- Current Borrowings+ Current Borrowings)/Total Equity	0.01	0.02	-42%	
(c)	Debt Service Coverage Ratio [Profit after Tax + Finance Cost in P&L + Depreciation]/[Finance Cost (P&L+Capitalised)+ Lease& Principal Repayment(Long Term)]	5.29	0.94	462%	Due to enhancement of working capital facilities
(d)	Return on Equity Ratio ROE = (Net Earnings / Shareholders' Equity) x 100	23.5%	26.2%	-10%	
(e)	Inventory turnover ratio (Sales(net of discounts) / Average Inventory)	0	0		
(f)	Trade Receivables turnover ratio (Sales(net of discounts) / Average Trade Receivables)	1.05	1.57	-33%	Receivables long pending from Govt authorities
(g)	Trade payables turnover ratio (Cost of Bandwidth, license fee and network expenses)/ Average Trade payables)	9.83	5.77	70%	Due to decrease in payables
(h)	Net capital turnover ratio (Net annual sales / Working capital) the working capital is calculated by subtracting a company's current liabilities from its current assets	4.31	12.09	-64%	
(l)	Net profit ratio Net profit after Tax / Net sales) x 100	25%	32%	-21%	
(j)	Return on Capital employed, (earnings before interest and taxes (EBIT), by capital employed) Capital Employed = Total Assets - Current Liabilities	17%	20%	-14%	

41. Title deeds of immovable properties

The title deeds of all the immovable properties, as disclosed in note 4.1 to the financial statements, are held in the name of the company.

42. Valuation of Property Plant & Equipment, intangible asset

The Company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.

43. Loans or advances to specified persons

No loans or advances in the nature of loans are granted to promoters, directors, KMPS and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

44. Details of benami property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder

45. Borrowing secured against current assets

The Company has borrowings from banks on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts.

46. Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

47. Relationship with struck off companies

The Company has no transactions with the companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

48. Registration of charges or satisfaction with Registrar of Companies (ROC)

There are no charges or satisfaction yet to be registered with Registrar of Companies (ROC) beyond the statutory period.

49. Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under the Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of layers) Rules, 2017.

50. Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

51. Utilisation of borrowed funds and share premium

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

52. Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded previously in the books of account.

53. Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

54. Utilisation of borrowings availed from banks and financial institutions

The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans were taken.

The accompanying notes are an integral part of the standalone financial statements.
As per our report of even date.

For M/s. NIRANJAN & NARAYAN
Chartered Accountants
Firm Registration No. 005899S

For and on behalf of the Board of Directors

Sd/-
P. VENUMADHAVA RAO
Partner
Membership No.202785
UDIN:25202785BMIUWE4645

Sd/-
Rohith Lokareddy
Managing Director
DIN:06464331

Sd/-
JEETEN ANIL DESAI
Director
DIN:07254475

Place: Hyderabad
Date: 27-05-2025

Sd/-
N.Venkateswara Rao
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

To The Board of Directors of M/s NETTLINX LIMITED Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of M/s. Nettlinx Limited, ("the Company"), its subsidiaries (the company and its subsidiaries together referred as "Group"), which comprise the consolidated Balance Sheet as at March 31, 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and 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 explanations given to us, the aforesaid consolidated financial statements give the information by the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date except for the matters described in the Basis for Disclaimer of Opinion section of our report, we are not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) 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 Consolidated Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, 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 not noticed any findings which are required to be considered in key audit matters of independent auditor's report.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India.

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 Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial

controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting of the Group.

Auditors' 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 and 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 and error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism 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, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(If the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used in 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 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.
- 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 financial statements may be influenced.
- We consider quantitative materiality and qualitative factors in (i) Planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.
- We 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

We did not audit the financial statements / financial information of four subsidiaries included in the consolidated financial results, whose financial statements reflect total assets of Rs.3577.27 lakhs as at March 31, 2025, total revenues of Rs.1080.63 Lakhs, total net loss of Rs.47.27 Lakhs, and total comprehensive income of Rs.-47.27 Lakhs for the year ended March 31, 2025 and cash flows (net) of Rs.149.75 Lakhs for the year ended March 31, 2025, as considered in the consolidated financial results. This financial statements / financial information has been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

- b) Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

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 financial statements except for the matter specified under para "Basis for Disclaimer of Opinion" above.
- (b) In our opinion, proper books of account as required by law relating to 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), and the Consolidated Cash Flow Statement dealt with by this report are in agreement with the books of accounts for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of Written Representations received from the directors of the Company as on March 31, 2025 taken on record by the Board of Directors of the Company and its subsidiaries incorporated in India and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A" which is based on the auditor's reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reasons stated therein.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 No.32 of the Consolidated Financial Statements
 - ii. The Company and its Subsidiaries did not have any material foreseeable losses on long term contracts including derivative contracts.
 - iii. There are no amounts which are required to be transferred to Investor Education and protection fund.

For Niranjana and Narayan
Chartered Accountants
Firm Registration Number:005899S

P. Venumadhava Rao
Partner

Place: Hyderabad
Date: 27th May, 2025

Membership Number: 202785
UDIN:25202785BMIUWF5308

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 to the Members of Nettlinx Limited of even date)

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

In conjunction with our audit of the consolidated financial statements of the Company for the year ended March 31, 2025, we have audited the internal financial controls over financial reporting of NETTLINX LIMITED, (hereinafter referred to as “Company”), and its subsidiary companies, which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company and its subsidiary companies, which are companies 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 (“the 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 respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company’s internal financial control over financial reporting includes those policies and procedures that

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, 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 issued by ICAI.

For Niranjan and Narayan
Chartered Accountants
Firm Registration Number:005899S

P. Venumadhava Rao
Partner

Place: Hyderabad
Date: 27th May, 2025

Membership Number: 202785
UDIN:25202785BMIUWF5308

NETTLINX LIMITED
CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2025
(Rs. Lakhs)

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
A. Assets			
Non-current assets			
(a) Property, plant and equipment	3	2,009.07	992.97
(b) Capital work-in-progress	3	1,870.29	1,870.29
(c) Right to use Assets	3	-	17.72
(d) Goodwill	4	-	-
(e) Other intangible assets	5	2.31	3.30
(f) Financial assets	-	-	-
(i) investments	6	1,552.06	1,513.84
(ii) Other financial assets	7	87.10	49.17
(g) Deferred tax assets (net)	8	209.79	127.34
(h) Other non-current assets	9	205.00	231.00
Total non-current assets		5,935.62	4,805.63
Current assets			
(a) Inventories	10	34.71	309.79
(b) Financial assets	-	-	-
(i) Trade receivables	11	2,549.27	1,699.12
(ii) Cash and cash equivalents	12	134.97	182.71
(iii) Other bank balances	13	54.66	12.44
(iv) Loans	-	-	-
(v) Other financial assets	7	468.53	453.96
(c) Other current assets	9	885.92	608.87
Total current assets		4,128.05	3,266.90
Total assets		10,063.67	8,072.53
B. EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	14	2,417.66	2,417.66
(b) Other equity	15	3,822.99	2,625.63
Equity attributable to owners of the Company		6,240.65	5,043.29
Non-controlling interests	16	829.98	830.92
Total equity		7,070.63	5,874.21
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	26.43	61.23
(ii) Other Financial Liability	18	-	17.05
(b) Provisions	19	23.36	17.81
(c) Deferred Tax liabilities	8	-	-
Total non-current liabilities		49.78	96.08
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	2,033.61	1,382.46
(ii) Trade payables	-	-	-
- Total outstanding dues of micro enterprises and small enterprises	-	-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises	20	139.75	206.46
(iii) Other financial liabilities	21	87.55	93.55
(b) Other current liabilities	22	266.62	264.18
(c) Provisions	19	3.76	1.78
(d) Current tax liabilities (net)	23	411.96	153.81
Total current liabilities		2,943.26	2,102.24
Total equity and liabilities		10,063.67	8,072.53
Corporate information and Significant accounting policies	1,2		
See accompanying notes are an integral part of the Consolidated financial statements	3 to		
Previous period / year figures have been regrouped / Reclassified Wherever necessary			

As per our report of even date.
For M/s. NIRANJAN & NARAYAN
Chartered Accountants
(Firm Registration Number : 005899S)

For and on behalf of the Board of Directors
FOR NETTLINX LIMITED

Sd/-
P.VENUMADHAVA RAO
Partner
Membership No.202785
UDIN:25202785BMIUWF5308

Sd/-
Rohith Loka Reddy
Managing Director
DIN: 06464331

Sd/-
Jeeten Anil Desai
Director
DIN:07254475

Place : Hyderabad
Date:27-05-2025

Sd/-
N.Venkateswara Rao
Chief Financial Officer

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

		(Rs. Lakhs)	
Particulars	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
I Revenue from operations	24	3,352.42	3,274.93
II Other income	25	709.11	13.95
III Total Income (I + II)		<u>4,061.53</u>	<u>3,288.88</u>
IV Expenses			
(a) Access charges, license fee and network expenses, Inventory Cost	26	801.90	740.83
(b) Employee benefits expense	27	727.44	849.60
(c) Finance costs	28	126.23	100.54
(d) Depreciation and amortization expense	29	109.51	99.20
(e) Other expenses	30	1,145.53	369.15
Total Expenses		<u>2,910.61</u>	<u>2,159.32</u>
V Profit/(loss) before exceptional items and tax (III - IV)		<u>1,150.92</u>	<u>1,129.56</u>
VI Exceptional items		-	-
VII Profit/ (loss) after exceptions items and before tax (V - VI)		<u>1,150.92</u>	<u>1,129.56</u>
VIII Tax expense			
(a) Current tax		413.69	312.36
(b) MAT Credit Adjustment		(102.63)	-
(c) Prior period Taxes		17.30	1.97
(d) Deferred tax expense /(credit)		(2.22)	0.29
Total tax expense		<u>326.14</u>	<u>314.62</u>
IX Profit after tax (VII - VIII)		<u>824.78</u>	<u>814.94</u>
X Other comprehensive income			
(I) Items that will not be reclassified to profit or loss		-	-
(a) Remeasurement of the defined benefit plans		-	-
(b) Net (loss)/gain on fair value through OCI (FVTOCI)		364.71	246.61
(ii) Income tax on items that may not be reclassified to profit or loss		80.23	(64.79)
Total other comprehensive income		<u>444.94</u>	<u>181.82</u>
XI Total comprehensive income for the year (VII + VIII)		<u>1,269.72</u>	<u>996.76</u>
XII Profit for the year attributable to		-	-
Shareholders		826.21	815.67
Non Controlling Interest		(1.42)	(0.73)
XIII Other Comprehensive Income attributable to			
Shareholders		269.39	181.82
Non Controlling Interest		-	-
XIV Total Comprehensive Income attributable to			
Shareholders		1,095.60	997.49
Non Controlling Interest		(1.42)	(0.73)
XV Earnings Per Share of Rs.10 each fully paid up			
(I) Basic		3.42	3.37
(ii) Diluted		3.42	3.37
XVI Weighted Average Equity Shares used in Computing Earnings per Equity Share			
(i) Basic		2,41,76,624	2,41,76,624
(ii) Diluted		2,41,76,624	2,41,76,624

Corporate information and Significant accounting policies

1,2

See accompanying notes are an integral part of the Consolidated financial statements

3 to

Previous period / year figure have been regrouped / Reclassified Wherever necessary.

As per our report of even date.
For M/s. NIRANJAN & NARAYAN
Chartered Accountants
(Firm Registration Number : 005899S)

For and on behalf of the Board of Directors
FOR NETTLINX LIMITED

Sd/-
P.VENUMADHAVA RAO
Partner
Membership No.202785
UDIN:25202785BMIUWF5308

Sd/-
Rohith Loka Reddy
Managing Director
DIN: 06464331

Sd/-
Jeeten Anil Desai
Director
DIN:07254475

Place : Hyderabad
Date:27-05-2025

Sd/-
N.Venkateswara Rao
Chief Financial Officer

CONSOLIDATED STATEMENT OF CASH FLOWS FRO THE YEAR ENDED MARCH 31, 2025

(Rs. Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash Flows From Operating Activities		
Profit Before Tax for the year	1,151.67	1,129.56
Adjustments for:	-	-
Depreciation and amortization expense	109.51	99.20
Finance costs	119.63	95.06
Interest income	3.81	(4.49)
Operating Cash Flows Before Working Capital Changes	1,384.62	1,319.34
Movements in working capital	-	-
Adjustments for (increase) / decrease in operating assets:	-	-
(increase)/ Decrease in Trade receivables	(808.27)	(1,354.24)
Inventories	275.02	-
(Increase)/Decrease in Other Financial Assets	28.44	(1.40)
(increase)/ Decrease in Other Current Assets	(151.53)	255.58
Adjustments for increase / (decrease) in operating liabilities:	-	-
increase/(Decrease) in Trade payables	(108.59)	133.56
increase/ (Decrease) in Other Current Liabilities	41.58	16.25
Increase/ (Decrease) in Provisions	6.14	23.19
Movements in working capital- Total	(717.19)	(927.06)
Cash Flows From Operating Activities	667.43	392.29
Net Tax Paid	172.84	211.09
Net Cash Generated From Operating Activities (A)	494.59	181.20
B. Cash Flows From Investing Activities		
Purchase of Fixed Assets including CWIP	(1,106.90)	(144.23)
Disposals of Fixed Assets	-	50.81
Long Term Loans & Advances	26.00	(120.00)
increase/ Decrease in Other Non-Current Assets	(37.93)	(2.32)
Investments	262.63	(220.00)
Interest Income received	(3.81)	4.49
Foreign Exchange effect	23.41	8.61
Net Cash Generated/ Used in Investing Activities (B)	(836.59)	(422.64)
C. Cash Flows From Financing Activities		
Money received against share warrants	-	186.88
Change in Equity Share capital	-	32.50
increase/ (Decrease) in Non-Current Liabilities	(51.75)	(687.75)
Raised/(Repayments) from ShortTerm borrowings	598.29	833.84
Dividend paid to company's shareholders	(96.71)	-
Finance Costs Paid	(119.63)	(95.06)
Net Cash Generated From/ (Used in) Financing Activities ©	330.20	270.40
Net Increase/ (Decrease) in Cash and Cash Equivalents (A + B + C)	(11.80)	28.96
Cash and Cash Equivalents at the Beginning of the year	195.15	166.19
Cash and Cash Equivalents at the End of the year	183.35	195.15

Statement of Cash flow has been prepared under the indirect method as set out in Ind AS - 7 specified under Section 133 of the Companies Act, 2013

As per our report of even date.
For M/s. NIRANJAN & NARAYAN
Chartered Accountants
(Firm Registration Number : 005899S)

For and on behalf of the Board of Directors
FOR NETTLINX LIMITED

Sd/-
P.VENUMADHAVA RAO
Partner
Membership No.202785
UDIN:25202785BMIUWF5308

Sd/-
Rohith Loka Reddy
Managing Director
DIN: 06464331

Sd/-
JEETEN ANIL DESAI
Director
DIN:07254475

Place : Hyderabad
Date:27-05-2025

Sd/-
N.Venkateswara Rao
Chief Financial Officer

Notes to the consolidated financial statements

All amounts are in Rs.Lakhs except share data and where otherwise stated

NOTE – 3: Property, plant and equipment and capital work-in-progress	As at March 31, 2025	As at March 31, 2024
Carrying amounts of:		
Freehold land	1,382.40	413.19
Buildings (*Note 3.1)	-	10.29
Plant & equipment	479.76	397.47
Furniture & fixtures	1.97	2.52
Vehicles	130.16	157.25
Office equipment	3.49	3.90
Computers	11.28	8.34
Total	2,009.07	992.97
Capital work-in-progress	1,870.29	1,870.29
Total	1,870.29	1,870.29

NOTE .4 Goodwill	As at March 31, 2025	As at March 31, 2024
Cost / deemed cost Cost / deemed cost	-	-

NOTE – 5: Intangible Assets	As at March 31, 2025	As at March 31, 2024
Carrying amounts of:		
Software	2.31	3.30
	2.31	3.30

Particulars	Freehold land	Buildings	Plant & equipment	Furniture and fixtures	Vehicles	Office equipment	Computers	TOTAL	Right to Use Asset	TOTAL	Note : 4 Intangible Assets Software	Total
A. Cost or deemed cost												
Balance as at March 31, 2023	461.98	15.88	1,059.47	58.58	297.47	111.67	67.09	2,072.13	88.62	88.62	8.54	8.54
Additions	-	-	115.62	-	21.44	0.61	6.55	144.23	-	-	-	-
Disposals	48.78	-	-	-	2.69	1.17	-	52.65	-	-	-	-
Balance as at March 31, 2024	413.19	15.88	1,175.09	58.58	316.22	111.11	73.64	2,163.71	88.62	88.62	8.54	8.54
Additions	969.21	-	126.53	0.07	1.92	0.85	8.32	1,106.90	-	-	-	-
Disposals	-	15.88	-	-	-	-	-	15.88	-	-	-	-
Balance as at March 31, 2025	1,382.40	0.00	1,301.62	58.65	318.14	111.96	81.96	3,254.73	88.62	88.62	8.54	8.54
B. Accumulated depreciation												
Balance as at March 31, 2023	-	5.32	738.85	55.28	130.12	102.93	59.58	1,092.10	53.17	53.17	4.24	4.24
Depreciation expense	-	0.27	38.76	0.78	29.51	5.45	5.71	80.48	17.72	17.72	1.00	1.00
Eliminated on disposal of assets	-	-	-	-	0.67	1.17	-	1.83	-	-	-	-
Balance as at March 31, 2024	-	5.59	777.62	56.06	158.97	107.21	65.30	1,170.75	70.89	70.89	5.24	5.24
Depreciation expense	-	10.29	44.24	0.62	29.00	1.26	5.39	90.79	17.72	17.72	1.00	1.00
Eliminated on disposal of assets	-	15.88	-	-	-	-	-	15.88	-	-	-	-
Balance as at March 31, 2025	-	-	821.86	56.68	187.97	108.47	70.69	1,245.66	88.62	88.62	6.23	6.23
C. Carrying amount												
Balance as at March 31, 2025	1,382.40	0.00	479.76	1.97	130.17	3.49	11.27	2,009.08	-	-	2.31	2.31
Balance as at March 31, 2024	413.19	10.29	397.47	2.52	157.25	3.90	8.34	992.97	17.72	17.72	3.30	3.30

***Note 3.1:

During the year, Holding company(NETTLINX LIMITED) depreciated/ impaired the value of old Building, due to cracks and collapse of old Building. Because of assets are impaired, the depreciation/ impairment in the current year increased when compared to last year."

Notes to the consolidated financial statements

All amounts are in Rs. Lakhs except share data and where otherwise stated

	As at 31-03-2025	As at 31-03-2024
NOTE – 6: Non-current investments		
Investments in equity instruments		
Unquoted investments (fully paid)		
(a) Investments in others (at cost)		
(i) Northeast Broking Services Ltd (NBSL) 69,531 equity shares of Rs. 10 each"	13.16	13.16
(ii) Investment in Equity shares of LGS Global Ltd (450250 Equity shares (face value Rs.2/-)	-	326.50
(iii) Golden Meghastructures LLP	1,183.00	1,183.00
(b) Investments carried at Fair Value Through Other Comprehensive Income (FVTOCI)	355.90	(8.82)
Total	1,552.06	1,513.84
NOTE – 7: Other financial assets		
Unsecured, considered good		
Non-Current		
- Security Deposits *	87.10	49.17
Total	87.10	49.17
Current		
- Interest Accrued but not due on FDRs	6.69	2.53
- Rental/Security Deposits	11.25	11.17
- Others	450.58	440.26
Total	468.53	453.96
*Includes Bank guarantee of Rs.53.523 Lacs against ISP license fee to the Department of Telecommunications.		
NOTE – 8: Deferred tax assets / (liabilities) (net)		
The following is the analysis of deferred tax assets / (liabilities) presented in the Balance Sheet:		
Deferred tax assets	293.22	203.06
Deferred tax liabilities	(83.43)	(75.72)
Total	209.79	127.34
NOTE – 9: Other assets		
Unsecured, considered good		
Non-Current		
- Advance for land	205.00	231.00
Total	205.00	231.00
Current		
Current Tax Assets	206.43	85.71
- Prepaid expenses	2.76	3.00
- Balances with government authorities	231.36	27.88
- Deposits	0.10	39.70
- Advance to Vendors	-	22.04
- Others	445.26	430.55
Total	885.92	608.87
NOTE – 10: Inventories		
Land	-	275.02
Others	34.71	34.77
Total	34.71	309.79
NOTE – 12: Cash and cash equivalents		
Balance with banks		
- In current accounts	124.61	160.36
Cash on hand	10.36	22.35
Total	134.97	182.71
NOTE – 13: Other bank balances		
In deposit accounts with maturity less than 12 months	54.66	12.44
Total	54.66	12.44

Notes to the consolidated financial statements
All amounts are in Rs. Lakhs except share data and where otherwise stated

	As at 31-03-2025	As at 31-03-2024
Note: 11 Trade receivables - Billed		
Trade receivables - Billed (unsecured) consist of the following		
Trade receivables - Billed		
Trade receivables - Billed	2,549.27	1,699.12
Less: Allowance for doubtful trade receivables- Billed	0	0
Considered good	2,549.27	1,699.12

Ageing for trade receivables – non-current outstanding as at March 31, 2025
is as follows

Particulars	Outstanding for following periods from due date of payment						Total
	Note Due	Less than 6 months	6 months -1years	1-2 years	2-3 years	More than 3 years	
Trade receivables - Billed							
Undisputed trade receivables-Considered good	-	1,260.63	462.09	652.58	56.11	117.87	2,549.27
Undisputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables-credit impaired	-	-	-	-	-	-	-
Disputed trade receivables-Considered good	-	-	-	-	-	-	-
Disputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables-credit impaired	-	-	-	-	-	-	-
	-	1,260.63	462.09	652.58	56.11	117.87	2,549.27
Less: Allowance for doubtful trade receivables - Billed	-	-	-	-	-	-	-
Trade receivables - Unbilled	-	-	-	-	-	-	-
							2,549.27

Ageing for trade receivables – non-current outstanding as at March 31, 2024
is as follows

Particulars	Outstanding for following periods from due date of payment						Total
	Note Due	Less than 6 months	6 months -1years	1-2 years	2-3 years	More than 3 years	
Trade receivables - Billed							
Undisputed trade receivables-Considered good	-	1,054.46	439.61	99.01	3.62	102.42	1,699.12
Undisputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables-credit impaired	-	-	-	-	-	-	-
Disputed trade receivables-Considered good	-	-	-	-	-	-	-
Disputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables-credit impaired	-	-	-	-	-	-	-
	-	1,054.46	439.61	99.01	3.62	102.42	1,699.12
Less: Allowance for doubtful trade receivables - Billed	-	-	-	-	-	-	-
Trade receivables - Unbilled	-	-	-	-	-	-	-
							1,699.12

NETTLINX LIMITED

Notes to the consolidated financial statements

All amounts are in Rs.Lakhs except share data and where otherwise stated

Note - 14: Share capital	As at 31-03-2025		As at 31-03-2024	
	Number of shares	Amount (Rs.Lakhs)	Number of shares	Amount (Rs.Lakhs)
(a) Authorised				
Equity shares of Rs. 10 each	3,45,00,000	3,450.00	3,45,00,000	3,450.00
(b) Issues, subscribed and fully paid-up				
Equity shares of Rs. 10 each	2,41,76,624	2,417.66	2,41,76,624	2,417.66
Total	2,41,76,624	2,417.66	2,41,76,624	2,417.66

Notes:

(I) reconciliation of Equity Shares outstanding at the Beginning and at the end of the Reporting Period is set out below:

Equity share capital	Number of shares Amount (Rs.Lakhs)	Balance as at March 31, 2025
Balance as at March 31, 2023	1,17,63,312	1,176.33
Changes in equity share capital during the year	1,24,13,312	1,241.33
Balance as at March 31, 2024	2,41,76,624	2,417.66
Changes in equity share capital during the year	-	-
Balance as at March 31, 2025	2,41,76,624	2,417.66

(ii) Rights, preference and restrictions attached to the equity shares:

The Holding company (NETTLINX LIMITED) has only one class of shares referred to as equity shares having a face value of Rs. 10 each. Each holder of equity share is eligible for one vote per share held. The Holding company (NETTLINX LIMITED) declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in the case of interim dividend. In the event of liquidation, the holders of equity shares will be entitled to receive the remaining assets of the Holding company (NETTLINX LIMITED) after distribution of all preferential amounts, in proportion to the number of equity shares held by the shareholders.

(iii) Details of equity shares held by each shareholder holding more than 5% of the equity shares:

Name of the shareholder	As at March 31, 2025		As at March 31, 2024	
	Number of shares	%	Number of shares	%
Dr. Manohar Loka Reddy	78,37,420	32.42	99,06,716	40.98
Northeast Broking Services Ltd	15,56,348	6.44	15,56,348	6.44
Saranya Loka Reddy	12,88,372	5.33	12,88,372	5.33
Rohith Loka Reddy	13,20,000	5.46	12,50,000	5.17

(iv) Disclosure of Shareholding of Promoter

	As at March 31, 2025		As at March 31, 2024		
	Number of shares	%	Number of shares	%	Change
Dr. Manohar Lokareddy	78,37,420	32.42	99,06,716	40.98	-8.56
Manohar Lokareddy Huf	2,99,548	1.24	2,99,548	1.24	0.00
P Kalpana Reddy	4,76,200	1.97	4,76,200	1.97	0.00
Saranya Loka Reddy	12,88,372	5.33	12,88,372	5.33	0.00
Rohith Loka Reddy	13,20,000	5.46	12,50,000	5.17	0.29
Jaya Reddy	50,000	0.21	50,000	0.21	0.00
Nithya Loka Reddy	1,17,638	0.49	1,17,638	0.49	0.00
Shilpa Loka Reddy	1,96,400	0.81	1,96,400	0.81	0.00
	1,15,85,578	47.92	1,35,84,874	56.20	-8.28

(Amounts Rs In Lakhs)

NOTE: 15 Other Equity - Consolidated

Other Equity	Reserves and surplus					Items of other comprehensive income				Attributable to owners of the Company	share of Non-controlling interests
	Capital reserve	Securities premium	General reserve	Retained earnings	Revaluation reserve	Money received against share warrants	Equity instruments through other comprehensive income	Others	Foreign Currency Translation Reserve		
Balance as at March 31, 2023	568.51	2,362.45	319.38	(40.43)	-	73.13	10.11	(64.64)	135.64	2,532.64	831.50
Profit / (loss) for the Year	-	-	-	814.94	-	-	264.09	-	-	1,079.76	(0.73)
Changes in equity share capital during the year	-	260.00	-	-	-	(73.13)	-	-	-	186.88	-
Less: Dividend Payment	-	-	-	(74.94)	-	-	-	-	-	(74.94)	-
Less: Bonus	(568.51)	(246.00)	(319.38)	-	-	-	-	-	-	(1,133.89)	-
Other comprehensive income for the year	-	-	-	-	-	-	37.02	(10.30)	-	26.72	-
Others	-	-	-	-	-	-	-	-	8.61	8.46	0.14
Balance as at March 31, 2024	-	2,376.45	-	699.57	-	-	311.21	(74.94)	144.25	2,625.63	830.92
Profit / (loss) for the Year	-	-	-	824.78	-	-	-	-	-	826.21	(1.42)
Changes in equity share capital during the year	-	-	-	-	-	-	-	-	-	-	-
Less: Dividend Payment	-	-	-	(96.71)	-	-	-	-	-	(96.71)	-
Other comprehensive income for the year	-	-	-	-	-	-	452.49	(7.55)	-	444.94	-
Others	-	-	-	-	-	-	-	-	23.41	22.92	0.49
Balance as at March 31, 2025	-	2,376.45	-	1,427.65	-	-	763.70	(82.48)	167.66	3,822.99	829.98

NETTLINX LIMITED

NETTLINX LIMITED

Notes to the consolidated financial statements

All amounts are in Rs.Lakhs except share data and where otherwise stated

NOTE – 16: Non-controlling interest	As at 31-03-2025	As at 31-03-2024
Balance at beginning of year	830.92	831.51
Increase in investment by Minority interest	-	-
Share of profit / (loss) for the year	(0.94)	(0.60)
Total	829.98	830.92

NOTE - 17: Borrowings	As at 31-03-2025	As at 31-03-2024
Non-current		
Secured term loans		
-From Banks (Refer Note : 17.1)	26.43	61.23
- From others	-	-
Total	26.43	61.23
Current		
Secured term loans		
Current maturities of long-term debt	34.70	32.58
HDFC Bank OD Account (Refer Note : 17.2)	1,535.56	863.29
Loan from related parties	463.35	486.59
Total	2,033.61	1,382.46

Note 17.1: Loans received from Bank includes vehicle loans amount of Rs 61.13 Lakhs- with Motor Vehicle (Hypothecation) of Rs.160.74 Lakhs

Note 17.2: Dropline over draft facility for Rs.20.00 Crores obtained from HDFC Bank Ltd. at the interest rate of 9.60% p.a. Further, they are secured by way of personal guarantee and immovable properties of Shri Manohar Loka Reddy - Promotor of the Company.

NOTE - 18: Other Financial Liability	As at 31-03-2025	As at 31-03-2024
Lease Liability	-	17.05
Total	-	17.05

NOTE – 19: Provisions	As at 31-03-2025	As at 31-03-2024
Non - Current		
Employee Benefits		
- Gratuity (Gratuity Fund created with LIC)	23.36	17.81
Total	23.36	17.81
Current-Provisions		
Employee Benefits		
- Gratuity (Gratuity Fund created with LIC)	3.76	1.78
Total	3.76	1.78

NETTLINX LIMITED

Notes to the financial statements

All amounts are in Rs.Lakhs except share data and where otherwise stated

Note: 20 Trade payables	As at 31-03-2025	As at 31-03-2024
- Total outstanding dues of micro enterprises and small enterprises	-	-
- Total outstanding dues of other than micro enterprises and small enterprises	139.75	206.46
	139.75	206.46

Ageing for trade payables outstanding as at March 31, 2025 is as follows:

Particulars	Outstanding for following periods from due date of payment					
Trade payables	Note Due	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
MSME*	0	0	0	0	0	0
Others	0	111.30	3.28	2.96	22.21	139.75
Disputed dues - MSME*	0	0	0	0	0	0
Disputed dues - Others	0	0	0	0	0	0
	0					139.75
Accrued expenses						0
						139.75

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

Trade payables

Ageing for trade payables outstanding as at March 31, 2024 is as follows:

Particulars	Outstanding for following periods from due date of payment					
Trade payables	Note Due	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
MSME*	0	0	0	0	0	0
Others	0	176.66	2.64	8.21	18.95	206.46
Disputed dues - MSME*	0	0	0	0	0	0
Disputed dues - Others	0	0	0	0	0	0
	0					206.46
Accrued expenses						0
						206.46

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

NOTE – 21: Other financial liabilities	As at 31-03-2025	As at 31-03-2024
Interest accrued and due on borrowings	-	-
Outstanding expenses	29.56	7.79
Employee related expenses	57.58	37.64
Rental deposit	0.43	0.63
Others	-	47.50
Total	87.55	93.55

NOTE – 22: Other current liabilities	As at 31-03-2025	As at 31-03-2024
Unsecured		
Advances from customers	-	0.16
Statutory remittances	86.80	110.05
Others	179.82	153.97
Total	266.62	264.18

NOTE – 23: Current tax liabilities (net)	As at 31-03-2025	As at 31-03-2023
Provision for income tax (net)	411.96	153.81
Total	411.96	153.81

NETTLINX LIMITED

Notes to the consolidated financial statements

All amounts are in Rs. Lakhs except share data and where otherwise stated

NOTE – 24: Revenue from operations		As at 31-03-2025	As at 31-03-2024
(a) Sale of goods		393.76	363.14
(b) Sale of services			
(i) From Internet Bandwidth services		2,142.10	1,869.89
(ii) From Annual Maintenance Charges		49.85	-
(iii) From Network Maintenance Services		4.16	162.49
(iv) Technical Staff Services		164.70	80.68
(v) From One Time Installation Charges		42.63	16.38
(vi) From Web Design & Maintenance Services		14.77	782.35
(vii) From ITES		540.45	-
Total		3,352.42	3,274.93
NOTE – 25: Other income			
(a) Interest income earned on financial assets that are not designated as at fair value through profit and loss:			
- Bank deposits		9.43	4.24
- Other financial assets		5.39	1.49
(b) Other non-operating income			
- Rental income		-	5.83
- Others		0.10	0.01
(c) Other gains and losses			
- Net foreign exchange gains / (losses)		-	-
- Gain on disposal of property, plant and equipment		-	2.39
Profit on conversion of Inventory stock to capital asset		694.19	-
Total		709.11	13.95
NOTE – 26: Access charges, license fee and network expenses			
Bandwidth, leased circuit & service charges		348.09	290.11
Purchase cost of Goods/services sold		268.13	296.93
Web hosting Expenses		2.85	0.58
Annual membership fee		1.11	1.11
DOT licence fees		181.72	152.10
Total		801.90	740.83
NOTE – 27: Employee benefits expense			
Salaries (including managerial remuneration)		699.58	832.96
Contribution to provident and other funds		14.78	9.84
Defined Benefits Plans		7.53	0.26
Staff welfare expenses		5.55	6.53
Total		727.44	849.60
NOTE – 28: Finance costs			
(a) Interest costs:			
(i) Interest on loans		6.13	54.08
(ii) Interest on working capital facilities		118.40	42.63
(iii) Others (on Lease Liability)		1.70	3.82
Total		126.23	100.54
NOTE – 29: Depreciation and amortisation expense			
Depreciation of property, plant and equipment		108.51	98.21
Amortisation of intangible assets		1.00	1.00
Total		109.51	99.20

NETTLINX LIMITED

Notes to the consolidated financial statements

All amounts are in Rs. Lakhs except share data and where otherwise stated

	As at 31-03-2025	As at 31-03-2024
NOTE – 30: Other expenses		
Computer & network maintainance	255.19	53.25
Electricity charges	20.76	19.29
Rent	27.41	19.06
Vehicle maintainance	5.18	1.41
Office maintenance	37.68	27.88
Insurance	7.66	11.53
Rates and taxes	8.34	8.20
Communication	5.48	4.28
Travelling and conveyance	47.08	47.24
Advertisement and sales promotion	12.32	11.31
Professional Charges	215.61	118.58
Audit Fees	7.80	6.26
Loss on Investments	326.50	0.83
Bad trade receivables written-off	127.04	11.73
Postage & Courier	2.27	1.11
Discounts	-	0.26
Security charges	7.92	7.35
Stock Exchange Listing Fee & Demat Charges	13.12	13.37
Printing and stationery	2.47	1.08
Bank Charges	2.57	2.62
Miscellaneous expenses	5.14	2.48
Interest on Late Payment	0.03	0.02
Corporate Social Responsibility (CSR) Expenses	8.01	
Total	1,145.53	369.15

Notes of Account on consolidated financial Statements

Group overview & significant policy

A. Group over view

Nettlinx is an Internet Infrastructure initiative of the Nettlinx Group. Nettlinx Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2025, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

B. Basis of preparation of financial statements

B.1. Statement of Compliance

These consolidated financial statements are prepared in accordance with the generally accepted accounting principles (GAAP) in India and in compliance with the Indian Accounting Standards (Ind AS) Specified under section 133 of the Companies Act 2013 ("the Act") read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, the Companies (Indian Accounting Standards) (Amendment) Rules, 2017 and other provisions to the Act, to the extent notified and applicable as well as applicable guidance notes and pronouncements of the Institute of Chartered Accountants of India (the ICAI)

The Consolidated financial statements were authorized for issue by the Holding Company's Board of Directors on 27th May, 2025.

Details of the accounting policies are included in Note 1.

B.2 Basis of preparation and presentation

These consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis, except for the following material items in the statement of financial position:

- Certain financial assets and liabilities are measured at fair value;
- Employee defined benefit assets/(liability) are recognized as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation;

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.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

As the year-end figures are taken from the source and rounded to the nearest digits, the figures reported for the previous quarters might not always add up to the year-end figures reported in this statement.

B.3 Basis of Consolidation

Nettlinx Limited Consolidates entities which it owns or controls. The consolidated financial statements comprise the financial statements of the company, its controlled entities as disclosed in Note 30. 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 the Group companies are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain / loss from such transactions are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Company, are excluded.

B.4 Functional and presentation currency

The financial statements are presented in Indian rupees, which is the functional currency of the Group.

All amounts are in Indian Rupees except share data, unless otherwise stated.

B.5 Operating Cycle

All the assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out under Ind As and in the Schedule III to the Companies Act, 2013.

Assets:

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

- it is expected to be realized in, or is intended for sale or consumption in, the Group's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realized within twelve months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

Liabilities:

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

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

B.6 Critical accounting judgements and key sources of estimation uncertainty.

In the application of the Group's accounting policies, which are described in Note 1, the management of the Group are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Group's accounting policies and that have the most

significant effect on the amounts recognized in the financial statements:

Provision and contingent liability

On an ongoing basis, Group's reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.

Useful lives of depreciable assets

Useful life of Property, Plant and Equipment including intangible asset: Residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Investment in equity instruments of subsidiary and associate companies

During the year, the Group assessed the investment in equity instrument of subsidiary and associate companies carried at cost for impairment testing. These companies are expected to generate positive cash flows in the future years. Detailed analysis has been carried out on the future projections and the Group is confident that the investments do not require any impairment.

B.7 Fair value measurement and valuation process:

The Group measured financial assets and liabilities, if any, at fair value for financial reporting purposes. The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

1. Significant accounting Policies

1.1 Revenue recognition

The Group offers a complete range of network solutions like Internet, Network Management Services, Data Centre and Co-Location Services and Enterprise Mailing Solutions etc and derives revenues primarily from business IT services comprising of software development and related services, consulting and package implementation.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

Revenue from Online information and database access or retrieval recognized as the service is performed on the basis of actual usage of the company network in accordance with contractual obligation and is recorded net of Goods & service tax

Company provided specialised features to the subscribers which entitles them to access the network of the company, in such case the revenue is recognised when such features are activated and used by the subscriber.

Products and platforms:

The Group offers a complete range of network solutions like Internet, Network Management Services, Data Centre and Co-location Services and Enterprise Mailing Solutions etc and derives revenues in the way of sale of products, sale of VOIP Telephones and by way of provision of Bandwidth Services, Web Solutions & ITES(Exports).

Revenue includes only the gross inflows of economic benefits received a receivable by the entity on its own account. Amounts collected on behalf of third parties such as sales taxes, goods and

services taxes and value added taxes are not economic benefits which flow to the entity and do not result in increases in equity. The group presents revenues net of taxes in its statement of Profit and Loss.

Other Income

Other income is comprised primarily of interest income, Rental income and exchange gain / loss on translation of other assets and liabilities. Interest income is recognized using the effective interest method.

1.2 Leases

Effective 1 April 2019, the group adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on 1 April 2019 using the modified retrospective method. Comparatives as at and for the year ended 31 March 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies applicable for previous year. The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement. Lessee Policy effective 1 April 2019 the Group's lease asset classes primarily consist of leases for Land, buildings and colocations spaces. The group assesses whether a contract contains a lease, at inception of a contract. 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.

Group recognized Right use Asset and Lease Liability value of Rs.88,61,585 in the year 2020-2021

1.3 Foreign currency Transactions.

Functional currency

In preparing the financial statements of the Group, transactions in currencies other than the Group's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

Transactions and translations

Transactions denominated in foreign currencies are recorded at the exchange rates prevailing at the time of the transaction.

Foreign-currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

Exchange difference on monetary items is recognised in the Statement of Profit and Loss in the period in which it arises except for;

- (a) Exchange difference on foreign currency borrowings relating to depreciable capital asset is included in cost of assets.
- (b) Exchange difference on foreign currency transactions, on which receipt and/ or payments is not planned, initially recognised in Other Comprehensive Income and reclassified from Equity to profit and loss on repayment of the monetary items.

The results and financial position of foreign operations with functional currency different from the presentation currency, are translated into the presentation currency as follows:

- (a) Assets and liabilities for each consolidated statement of financial position presented are translated at the closing rate at the date of that consolidated statement of financial position;
- (b) Income and expenses for each consolidated statement of comprehensive income are translated at average exchange rates (unless average rate is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (c) All resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated into rupee, the functional currency of the Group, at the exchange rates at the reporting date. Exchange difference arising are recognised in other comprehensive income and accumulated in equity, except to the extent that the exchange differences is allocated to the non-controlling interests.

1.4 Borrowing costs

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets up to the commencement of commercial operations. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Other borrowing costs are recognized as an expense in the year in which they are incurred. Borrowing cost includes interest incurred in connection with the arrangement of borrowings to the extent they are regarded as an adjustment to the interest cost.

1.5 Taxes on Income Tax and Deferred Tax

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Provision for income tax is made on the basis of taxable income for the year at the current rates

Deferred tax represents the effect of temporary difference between carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable income. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred tax liabilities are generally accounted for all taxable temporary differences. Deferred tax asset is recognised for all deductible temporary differences, carried forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which such deductible temporary differences can be utilised.

The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets/ liabilities are not recognised for initial recognition of Goodwill or on an asset or liability in a transaction that is not a business combination and at the time of transaction affects neither the accounting profit nor taxable profit or loss. MAT credit is recognised as an asset, only if it is probable that the Group will pay normal income tax during the Specified period.

1.6 Business Combinations and intangible assets:

Business combinations are accounted for using Ind AS 103, Business Combinations. Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets.

1.7 Earnings per share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the group and includes post tax effect of any exceptional item by the weighted average number of equity shares outstanding during the period excluding the shares owned by the Trust, outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the group by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

1.8 Property, plant and equipment (PPE)

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. The Group identifies and determines separate useful lives for each major component of the property, plant and equipment, if they have a useful life that is materially different from that of the asset as a whole.

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

Expenses on existing property, plant and equipment, including day-to-day repairs, maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the year during which such expenses are incurred. Gains or losses arising from de recognition of assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

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 are capitalized only when it is probable that future economic benefits associated with these will flow to the group and the cost of the item can be measured reliably.

1.9 Depreciation

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life as per Ind AS 16 and is provided on a Reduced Balance Method basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment.

Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by the Group, or the number of production or similar units expected to be obtained from the asset by the Group. Such classes of assets and their estimated useful lives are as under

Particulars	Useful life (in yrs)
Buildings	60
Plant and Machinery	13
Furniture & Fixtures	10
Office Equipment – Others	5
Vehicles	8

1.10 Intangible assets and amortization

1. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Cost includes all direct costs relating to acquisition of Intangible assets and borrowing cost relating to qualifying assets.

2. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

3. There are no intangible assets assessed with indefinite useful life. The life of amortisation of the intangible assets is as follows.

Particulars	Useful life
Software	8 years

4. Intangible assets are amortized over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting year. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end.

5. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss.

6. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized. Any gain or loss on disposal of an item of Intangible Assets is recognised in statement of profit and loss.

1.11 Inventories

Inventories are accounted for at cost and all other costs incurred in bringing the inventory to their present location and condition, determined on weighted average basis or net realizable value, whichever is less. Net realizable value is the estimated selling price in the ordinary course of business less estimated costs necessary to make the sale.

1.12 Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank and cash in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

1.13 Statement of Cash Flows (Cash Flow Statement)

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated.

1.14 Employee benefits

1. Provident Fund: Employees of the Group receive benefits under the provident fund, a defined benefit plan. The employee and employer each make monthly contributions to the plan. A portion of the contribution is made to the provident fund trust managed by the Group or Government administered provident fund. The liability is actuarially determined (using the projected unit credit method) at the end of the year. The contributions are charged to the statement of profit and loss in the year when employee renders the related service. There are no other obligations other than the contribution payable to the respective authorities.

2. Gratuity:

The Group provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Group. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method.

3. Compensated Absences:

The Group has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by Estimation Basis.

4. The actuarial valuation is done at the end of the year. Actuarial gains/losses are immediately taken to statement of profit and loss and are not deferred.

1.15 Investments in Subsidiaries and Associates

The Group's investment in its Subsidiaries and Associates are carried at cost.

1.16 Provisions

1. A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

2. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

1.17 Financial instruments
a. Recognition and Initial recognition

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issues of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

b. Classification and Subsequent measurement
Financial assets

On initial recognition, a financial asset is classified as measured at

- amortized cost;
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortized cost as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment* whether contractual cash flows are solely payments of principal and interest

*For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

Financial assets at amortized cost: These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Financial liabilities:
Classification, Subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

c. Derecognition
Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

d. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

e. Impairment

The Group recognizes loss allowances for expected credit losses on financial assets measured at amortized cost; At each reporting date, the Group assesses whether financial assets carried at amortized cost and debt securities at fair value through other comprehensive income (FVOCI) are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for a security because of financial difficulties.

The Group measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

Measurement of expected credit losses

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

NOTE 31
CONTINGENT LIABILITIES (IndAS-37)

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

Contingent liabilities/claims not provided for:
Rs. In Lakhs

a) Claims against the Group not acknowledged as Debt:	2024-25	2023-24
i) * Licence fee assessment	782.77	43.30
ii) *Licence fee assessment notice-outstanding with interest and penalty	2555.39	911.67
iii) **GST	653.71	-
iv) *** There is a dispute in City Civil Court, Hyderabad against P. Ravinder Reddy and E. Laxman Reddy, Hyderabad, for an amount of 18.00 Lakhs, (Approx.) in respect of Long-Term Loans and Advances given- Advance for which the group is expecting a favourable order and hence no provision was created in the books.	18.00	18.00

*** Licence fee assessment**

Holding Company has received revised license fee assessment notice from Department of Telecommunications-AP circle for the years 2005-06 to 2010-11, 2011-12 to 2013-14 and 2014-15 to 2020-21 w.r.t ISP(IT) License fee for Rs.782.77 Lakhs and Interest due up to 31-12-2024 for Rs.1560.73 Lakhs and Penalty and Interest on penalty due up to 31-12-2024 for Rs.994.66 Lakhs

In the light of judgment dated 24.10.2019 of Hon'ble Supreme Court on the dispute between DoT and Telecom Service Providers (TSPs) regarding interpretation of AGR, DoT vide communication dated 05.12.2019 requested submission of a comprehensive representation since all the demands are being re-examined w.r.t. the Hon'ble Supreme Court Judgement. The company has represented to DoT stating inter-alia that the demands raised are not sustainable either in law or on facts as the nature of license in case of telecom service providers is different and distinct from the licenses given to the company

****GST**

(i) Demand of Rs.3.04 Lakhs on M/s Nettlinx Limited, towards the CGST ITC irregularly availed by them during the period from 07 /2019 to 06/2020, under the provisions of Section 74 of the CGST Act,2017.

(ii) Demand of Rs.3.04 Lakhs on M/s Nettlinx Limited, towards the SGST ITC irregularly availed by them during the period from 07 /2019 to 06 /2020, under the provisions of sub-Section (1) of Section 74 of the TGST Act,2017.

(iii) Imposition of penalty of Rs.647.63lakhs-under Section 122(1)(vii) and Section122(1)(ii) simultaneously, these two provisions cover separate contraventions i.e. availment of ITC without actual receipt of goods /services and issuance of invoice without underlying supply.

ORDER-IN-APPEAL NO. HYD-GST-HYC-APP1-COMMR-o13 & 014-23-24 dt 12-01-2024

The Company intends to file an appeal against the said Order with the Appellate Tribunal Authorities. The Company is hopeful of a favorable outcome thereof and does not expect the said Order to have any material financial impact on the Company

The appellate tribunal has not been constituted yet and therefore the appeal cannot be filed within three months from the date on which the order sought to be appealed against is communicated. In order to remove difficulty arising in giving effect to the above provision of the Act, the Government, on the recommendations of the Council, has issued the Central Goods and Services Tax (Ninth Removal of Difficulties) Order,2019 dated 03.12.2019. It has been provided through the said Order that the appeal to tribunal can be made within three months (six months in case of appeals by the Government) from the date of communication of order or date on which the President or the State President, as the case may be, of the Appellate Tribunal enters office, whichever is later.

NOTE 32

Principles of consolidation:

These Consolidated Financial Statements (CFS) are prepared on the following basis in accordance with Ind AS on "Consolidated Financial Statements" (Ind AS – 110), "Investments in Associates and Joint Ventures" (Ind AS – 28) and "Disclosure of interest in other entities" (Ind AS – 112), specified under Section 133 of the Companies Act, 2013.

(i)Subsidiaries:

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

(ii). Non-controlling interest (NCI):

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition. Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

(iii). Loss of control:

When the Group loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognized in profit or loss.

(iv). Equity accounted investees:

The Group's interests in equity accounted investees comprise interest in associates. An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies.

Interest in associates is accounted for using equity method. They are initially recognized at cost which includes transaction costs. Subsequent to initial recognition, consolidated financial statements include the Group's share of profit or loss and OCI of equity accounted investees until the date on which significant influence or joint control ceases.

(v). Transactions eliminated on consolidation:

The financial statements of the Holding Company, its Subsidiaries and Associates used in the consolidation procedure are drawn upto the same reporting date i.e. March 31, 2025.

The financial statements of the Holding Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses. Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

The Consolidated Financial Statements are comprised of the financial statements of the members of the Group as under:

Name of the Company	% of Share holding and voting power	
	As at 31 st March, 2025	As at 31 st March, 2024
Subsidiaries:		
1.Nettlinx Reality Private Limited	100%	100%
2 Nettlinx Inc USA	100%	100%
3.Sailon SE	95%	95%
4.Sri Venkateswara Green Power Projects Limited	57.78%	57.78%
5.Nettlinx Technologies private limited (Subsidiary of Nettlinx Realty Pvt. Limited)	100%	100%

NOTE 33

Goodwill on consolidation:

Goodwill represents the difference between the Holding Company's share in the net worth of subsidiaries and the cost of acquisition at each point of time of making the investment in the subsidiaries. For this purpose, the Holding Company's share of net worth is determined on the basis of the latest financial statements prior to the acquisition after making necessary adjustments for material events between the date of such financial statements and the date of respective acquisition.

NOTE 34

Auditors Remuneration:

Particulars	For the Year 2024-25 Rs. In Lakhs	For the Year 2023-24 Rs. In Lakhs
a) Payment to Auditors		
Audit Fee	7.80	6.26
Certification & Fees for other Services	1.15	0.99

NOTE 35

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

Under the Micro, Small and Medium Enterprises Development act, 2006(MSMED) which came into force from Oct 2, 2006, certain disclosures are required to be made relating to MSMED. On the basis of information and records available with the Group, the following disclosures are made for the amounts due to the micro and small enterprises.

(Rs. in Lakhs)

S.I	Particulars	As at March 31, 2025	As at March 31, 2024
1	Principal amount due to any supplier as at the year end.	-	-
2	Interest due on the principal amount unpaid at the year end to any supplier.	-	-
3	Amount of interest paid by the Group in terms of Sec-16 of the MSMED, along with the amount of the payment made to the suppliers beyond the appointed day during the accounting year.	-	-
4	Payment made to the enterprises beyond appointed date under section 16 of MSMED	-	-
5	Amount of interest due and payable for the period of delay in making payment, which has been paid but beyond the appointed day during the year, but without adding the interest specified under MSMED.	-	-
6	Amount of interest accrued and remaining unpaid at the end of each accounting year and	-	-
7	Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above or actually paid to the small enterprises, for the purpose of disallowance as deductible expenditure U/S 23 of MSMED.	-	-

NOTE 36

Related Party disclosures under IND AS – 24.

The List of Related Parties as identified by the management is as under:

1) Subsidiaries of the Group having significant Influence
a) NettlinxInc, USA –WOS
b) Nettlinx Realty Private Limited –WOS
c) Sri Venkateswara Green Power Projects Limited
d) Sailon SE
e) Nettlinx Technologies Private Limited (wholly owned subsidiary of Nettlinx Realty Pvt Ltd)
2) Companies in which directors are interested
a) North East Broking Services Limited
3) Key Management Personnel (KMP) of the Group
a) Shri Rohith Loka Reddy – Managing Director (Appointed w.e.f.10-05-2025)
b) Dr.Manohar Loka Reddy - Managing Director (Resigned w.e.f.10-05-2025)
c) Venkateswara Rao Narepalem - CFO

Following transactions were carried out with related parties in the ordinary course of business during the year 2024-25

(Rs. in Lakhs)

S.No	Description	Subsidiaries	Parties having Significant Influence	KMP	Total
1	Managerial Remuneration	-	-	94.32	94.32
2	Reimbursement of Expenses	-	-	-	-
3	Service Sales	-	-	-	-
4	Investments	-	-	-	-
5	Loans (Repaid to parties)	-	-	75.72	75.72
6	Loans (Received from parties)	-	-	-	-

Following are the transactions carried out with related parties during the previous year 2023-24

(Rs. in Lakhs)

S.No	Description	Subsidiaries	Parties having Significant Influence	KMP	Total
1	Managerial Remuneration	-	-	85.92	85.92
2	Reimbursement of Expenses	-	-	-	-
3	Service Sales	-	-	-	-
4	Investments	310	-	-	310
5	Loans (Repaid to parties)	-	9	174.59	183.59
6	Loans (Received from parties)	-	9	250.31	259.31

For Fy 2024-2025:

Rs. In Lakhs

S.No	Name of the Party	Name of the Counter Party	Relationship of the counterparty with Listed Entity or its Subsidiary	Type of Related Party Transaction	Opening Balance	Loan Taken during the Year	Loan Repaid During the Period	Closing Balance
1	Nettlinx Limited	Dr.Manohar Loka Reddy	Managing Director	Loan	75.72	0	75.72	0
2	Nettlinx Realty Private Limited	Dr.Manohar Loka Reddy	Managing Director	Loan	256.38	49.64	0	306.02
3	Nettlinx Technologies Private Limited	Dr.Manohar Loka Reddy	Director	Loan	3	35.20	38.20	0

For Fy 2023-2024:

Rs. In Lakhs

S.No	Name of the Party	Name of the Counter Party	Relationship of the counterparty with Listed Entity or its Subsidiary	Type of Related Party Transaction	Opening Balance	Loan Taken during the Year	Loan Repaid During the Period	Closing Balance
1	Nettlinx Limited	Dr.Manohar Loka Reddy	Managing Director	Loan	0	250.31	174.59	75.72
2	Nettlinx Realty Private Limited	Dr.Manohar Loka Reddy	Managing Director	Loan	158.38	98.00	0	256.38
3	Nettlinx Technologies Private Limited	Dr.Manohar Loka Reddy	Director	Loan	0	93.00	90.00	3

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, all decisions relating to the remuneration of the Directors of the Group, in accordance with shareholder's approval, wherever necessary

Terms and Conditions of transactions with Related Parties:

The sale to related parties are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free.

For the year ended March 31,2025, the Group has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

NOTE 37
Defined Benefit Plan

The Group provides its employees with benefits under a defined benefit plan, referred to as the "Gratuity Plan". The Gratuity Plan entitles an employee, who has rendered at least five years of continuous service, to receive 15 days salary for each year of completed service (service of six months and above is rounded off as one year) at the time of retirement / exit.

The following tables summarize the components of net benefit expense recognized in the statement of profit or loss and the amounts recognized in the balance sheet for the plan:

Reconciliation of opening and closing balances of the present value of the defined benefit obligations:
(Rs. in Lakhs)

S.No	Parties	Gratuity (Funded Plan)	
		As on 31-03-2025	As on 31-03-2024
I	Change in Obligation		
	1 Present Value of defined benefit obligation at the beginning of the year	19.59	19.33
	2 Current service cost	3.61	2.72
	3 Interest cost	1.39	1.43
	4 Actuarial (gain) / loss on obligation	2.53	(3.88)
	5 Benefits paid	-	-
	6 Present Value of defined benefit obligation at the end of the year	27.12	19.59
II	Change in the Fair Value of Plan Assets		
	1 Fair Value of Plan assets at the beginning of the year	22.24	19.16
	2 Expected return on plan assets	0	0
	3 Contributions by employer	12.90	1.60
	4 Actuarial gain / (loss) on plan assets	1.81	1.49
	5 Benefits paid	-	-
	6 Fair Value of Plan assets at the end of the year	36.96	22.24
III	Expenses recognized in the Profit and Loss Account		
	1 Current service cost	3.61	2.72
	2 Interest cost	1.39	1.43
	3 Expected return on plan assets	(1.12)	(1.48)
	4 Net actuarial loss / (gain) recognized in the current year		
	5 Expenses recognized in the Profit and Loss Account	3.88	2.67
IV	Re-measurements recognized in Other Comprehensive Income (OCI)		
	1 Changes in Financial Assumptions	0	0
	2 Changes in Demographic Assumptions	0	0
	3 Experience Adjustments		
	4 Actual return on Plan assets less interest on plan assets	1.84	(3.90)
	5 Amount recognized in Other Comprehensive Income (OCI)		
V	Expenses recognized in the Balance Sheet as at the end of the year		
	1 Present value of defined benefit obligation	27.12	19.59
	2 Fair Value of plan assets at the end of the year	36.96	22.24
	3 Funded status [Surplus / (Deficit)]	9.84	2.65
	4 Net assets / (liability) as at the end of the year	9.84	2.65
VII	Sensitivity analysis for significant assumptions: *		
	Increase/(Decrease) on present value of defined benefit obligation at the end of the year		
	Salary escalation-up by 1%	32.76	23.92
	Salary escalation-down by 1%	22.59	16.11
	Discount Rates-up by 1%	24.39	17.51
	Discount Rates-down by 1%	30.4	22.1
	Withdrawal Rates-up by 1%	28.88	20.87
	Withdrawal Rates-down by 1%	25.09	18.11
VIII	The major categories of plan assets as a percentage of total plan		
	1 Qualifying Insurance Policy		
IX	Actuarial Assumptions		
	1 Discount rate	6.78%	7.10%
	2 Withdrawal rate		
	3 Return on plan assets		
	4 Salary Escalation	5%	5%

NOTE 38**Earnings per Share (EPS)****(Rs. in Lakhs)**

S.No.	Particulars	Year Ended 31-03-2025	Year Ended 31-03-2024
1	Profit attributable to the Equity Share Holders (Rs in Lakhs)- A	826.21	815.67
2	No. of Equity Shares	2,41,76,624	2,41,76,624
3	Nominal Value of the Share (Rs.)	10	10
4	Basic / Weighted average number of Equity Shares – B	2,41,76,624	2,41,76,624
5	Earnings per Share (Rs.) – A/B*	3.42	3.37
6	Diluted Earnings Per Share (Rs)- A/(B+E)	3.42	3.37

NOTE 39

As stipulated in IndAS –36, the Company has assessed its potential of economic benefits of its business units and is of the view of that the assets employed in continuing business are capable of generating adequate returns over their useful life in the usual course of its business. Refer Note no.3 of the financial statements relating to impairment of the PPE.

NOTE 40**Financial risk management objectives and policies**

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

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

I Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk, interest rate risk and other price risk, such as equity price risk and commodity/ real estate risk. Financial instruments affected by market risk include loans and borrowings and refundable deposits. The sensitivity analysis in the following sections relate to the position as at March 31, 2025 and March 31, 2024. The sensitivity analyses have been prepared on the basis that the amount of net debt and the ratio of fixed to floating interest rates of the debt.

The analysis excludes the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions.

The below assumption has been made in calculating the sensitivity analysis:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2025 and March 31, 2024.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Group does not enter into any interest rate swaps.

ii). Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The credit risk arises principally from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks and financial institutions and other financial instruments.

Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom credit has been granted after obtaining necessary approvals for credit. The collection from the trade receivables is monitored on a continuous basis by the receivables team.

As per the Management estimation, the company is confident of recovering the present Trade Receivables. Hence no ECL (Expected Credit Loss) has created.

Customers accounted for more than 5% of the revenue as of March 31, 2025 is

1. The Principal Secretary, ITE&C Department Hyderabad, Telangana for Rs.859.04 Lakhs
2. The Commissioner of Police Hyderabad, Telangana for Rs.228.00 Lakhs
3. Dy.Inspector General of Police TSiCCC Hyderabad, Telangana for Rs.378.44 Lakhs

Credit risk on cash and cash equivalent is limited as the Group generally transacts with banks and financial institutions.

iii). Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

(Rs. in Lakhs)

Particulars	Less than 1 year	1 to 5 years	More than 5 years.	Total
Year ended March 31, 2025				
Borrowings (including Current maturities of long-term debt)	2033.61	26.43	0	2060.03
Other noncurrent financial liabilities	-	-	-	-
Trade payables	111.30	28.45	-	139.75
Other Payables	266.62	-	-	266.62
Interest Accrued but not due	-	-	-	-
Salary and Bonus payable	57.58	-	-	57.58
Year ended March 31, 2024				
Borrowings (including Current maturities of long-term debt)	1382.46	61.23	0	1443.69
Other noncurrent financial liabilities	17.05	-	-	17.05
Trade payables	218.54	29.80	-	248.34
Other Payables	264.18	-	-	264.18
Interest Accrued but not due	-	-	-	-
Salary and Bonus payable	37.64	-	-	37.64

NOTE 41**Capital management**

The Group's policy is to maintain a stable capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors capital on the basis of return on capital employed as well as the debt to total equity ratio.

For the purpose of debt to total equity ratio, debt considered is long-term and short-term borrowings. Total equity comprises of issued share capital and all other equity reserves excluding Debenture Redemption Reserve. 2024 as follows

The capital structure as of March 31, 2025 and March 31, 2024 as follows

(Rs. in Lakhs)

Particulars	31-Mar-25	31-Mar-24
Total equity attributable to the equity shareholders of the Group	7070.63	5874.21
As a percentage of total capital	77.44	80.27
Long term borrowings including current maturities	2060.03	1443.69
Short term borrowings	0	0
Total borrowings	2060.03	1443.69
As a percentage of total capital	22.56	19.73
Total capital (equity and borrowings)	9130.66	7317.90

NOTE 42**Corporate Social Responsibility:**

Committee

The provisions of Section 135 of the Companies Act, 2013 are applicable to the Company from the current Financial Year i.e. 2024-2025 as the net profit of the Company for the year 2023-2024 is more than Rs.5.00 Crores. The utilization of the 2% of the net profits towards the activities mentioned in the Companies (Corporate Social Responsibility Policy) Rules, 2014, same has been taken up in the Financial Year 2024-2025. (Refer Annexure 8.)

In this regard, the Board of Directors constituted the Corporate Social Responsibility Committee consisting of •Mr. Vijaya Bhasker Reddy Maddi •Dr. Manohar Loka Reddy •Mr. M Vijay Kumar

NOTE 43

Details of foreign exchange **Inflow** or **Out flow** during the year: - NIL_-

NOTE 44

Financial Ratios

Particulars		Year Ended 31-03-2025	Year Ended 31-03-2024	Variance	Reasons for variance of above 25%
(a)	Current Ratio (Current Assets / Current Liabilities)	1.40	1.55	-10%	
(b)	Debt-Equity Ratio, (Non- Current Borrowings+ Current Borrowings)/Total Equity	0.01	0.02	-51%	
(c)	Debt Service Coverage Ratio [Profit after Tax + Finance Cost in P&L + Depreciation]/ [Finance Cost in P&L + Principal Repayment(Long Term)]	6.78	1.15	490%	Due to enhancement of working capital facilities
(d)	Return on Equity Ratio ROE = (Net Earnings / Shareholders' Equity) x 100	34.1%	33.7%	1%	
(e)	Inventory turnover ratio (Sales (net of discounts) / Average Inventory)	0	0		
(f)	Trade Receivables turnover ratio (Sales (net of discounts) / Average Trade Receivables)	0.32	0.48	-33%	Receivables long pending from Govt authorities
(g)	Trade payables turnover ratio (Cost of Bandwidth, license fee and network expenses)/ Average Trade payables)	5.74	3.59	60%	Due to decrease in payables
(h)	Net capital turnover ratio (Net annual sales / Working capital) the working capital is calculated by subtracting a company's current liabilities from its current assets	2.83	2.81	1%	
(i)	Net profit ratio Net profit after Tax / Net sales) x 100	24.6%	24.9%	-1%	
(j)	Return on Capital employed, (Earnings before interest and taxes (EBIT), by capital employed) Capital Employed = Total Assets - Current Liabilities	18%	21%	-13%	

45. Title deeds of immovable properties

The title deeds of all the immovable properties, as disclosed in note 4.1 to the financial statements, are held in the name of the company.

46. Valuation of Property Plant & Equipment, intangible asset

The Company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.

47. Loans or advances to specified persons

No loans or advances in the nature of loans are granted to promoters, directors, KMPS and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

48. Details of benami property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder

49. Borrowing secured against current assets

The Company has borrowings from banks on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts.

50. Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

51. Relationship with struck off companies

The Company has no transactions with the companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

52. Registration of charges or satisfaction with Registrar of Companies (ROC)

There are no charges or satisfaction yet to be registered with Registrar of Companies (ROC) beyond the statutory period.

53. Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under the Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of layers) Rules, 2017.

54. Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

55. Utilisation of borrowed funds and share premium

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

56. Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded previously in the books of account.

57. Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

58. Utilisation of borrowings availed from banks and financial institutions

The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans were taken.

The accompanying notes are an integral part of the Consolidated financial statements.
As per our report of even date.

For M/s. NIRANJAN & NARAYAN
Chartered Accountants,
Firm Registration No. 005899S

For and on behalf of the Board of Directors

Sd/-
P.VENUMADHAVA RAO
Partner
Membership No.202785
UDIN: 25202785BMIUWF5308

Sd/-
Rohith Lokareddy
Managing Director
DIN:06464331

Sd/-
JEETEN ANIL DESAI
Director
DIN:07254475

Place: Hyderabad
Date: 27-05-2025

Sd/-
N.Venkateswara Rao
Chief Financial Officer

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