

UNIPRO Technologies Limited

503B, 5th Floor, Maheshwari Chambers, Somajiguda, Hyderabad - 500082.
Ph: +91 9494351116 , www.uniprolimited.com, E-mail: info@uniprolimited.com
CIN : L72200TG1985PLC005615 (BSE Code: 540189)

To
BSE Limited,
P. J. Towers,
Dalal Street,
Mumbai – 400001.

Date: 09.10.2024

Dear Sir / Madam,

Sub: Compliance as per Regulation 34 of SEBI, (LODR) Regulations, 2015 for year ended 31.03.2024.

With reference to the subject cited, please find attached the Annual Reports under Regulation 34 of SEBI (LODR) Regulations, 2015 for the year ending 31.03.2024 are enclosed here.

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

Thanking you.

Yours faithfully,

For Unipro Technologies Limited


D. V. Ramana Reddy
(Managing Director)
(DIN: 02957936)



Encl: Annual Report for the Year 2023-24

www.uniprotd.com

UNIPRO TECHNOLOGIES LIMITED

**39TH ANNUAL REPORT
2023-2024**

CORPORATE INFORMATION

BOARD OF DIRECTORS:

Mr. D. V. Ramana Reddy	-	Managing Director
Mr. K. Ramgopal Reddy	-	Independent Director
Mr. S. Somshekar	-	Independent Director
Mr. B. Mallikarjun Reddy	-	Director
Ms. D. Aparna Reddy	-	Whole Time Director cum CFO

REGISTERED OFFICE:

Flat No.503B, 5th Floor,
Maheshwari Chambers,
Somajiguda, Hyderabad,
500082, Telangana, India.
Email: info@uniprolimited.com
Website: www.uniprolimited.com

CORPORATE IDENTITY NUMBER

L72200TG1985PLC005615

STATUTORY AUDITORS:

M/s. V Ravi and Co.,
Chartered Accountants,
Hyderabad,
Telangana, India.

BANKERS:

Axis Bank,
Jubilee Hills,
Hyderabad.

AUDIT COMMITTEE:

Mr. K. Ramgopal Reddy
Mr. B. Mallikarjun Reddy
Mr. S. Somshekar

NOMINATION & REMUNERATION COMMITTEE:

Mr. K. Ramgopal Reddy
Mr. B. Mallikarjun Reddy
Mr. S. Somshekar

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. K. Ramgopal Reddy
Mr. B. Mallikarjun Reddy
Mr. S. Somshekar

REGISTRAR & SHARE TRANSFER AGENTS

Venture Capital & Corporate Investments Private Limited,
4 & 5th Floor, Plot No. 57,
Jayabheri Enclave,
Gachibowli, Hyderabad,
Telangana-500032.

LISTED AT : BSE Limited

ISIN : INE448F01012

WEBSITE : www.uniprolimited.com

INVESTOR E-MAIL ID : info@uniprolimited.com,
uniproltd@hotmail.com

NOTICE

Notice is hereby given that the 39th Annual General meeting of the Shareholders of M/s. Unipro Technologies Limited will be held on Monday the 30th day of September, 2024 at 10:30 A.M. at the Registered Office of the Company situated at Flat No.503B, 5th Floor, Maheshwari Chambers, Somajiguda, Hyderabad-500082, Telangana, India, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2024, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To re-appoint a Director in place of Mrs. D. Aparna Reddy (DIN: 03298728) who retires by rotation and being eligible offers herself for reappointment.
3. **Appointment of Statutory Auditors of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and provisions of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Audit Committee and the Board of Directors, M/s. M M Reddy & Co., Chartered Accountants (ICAI Firm Registration No. 010371S) issued by Institute of Chartered Accountants of India, having a valid Peer review Certificate issued by the Peer Review Board of ICAI, be and is hereby appointed as Statutory Auditors of the Company in place of the retiring auditors M/s. V Ravi and Co., Chartered Accountants, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the 44th Annual General Meeting of the Company to be held in the year 2029, at such remuneration and other terms as specified in the explanatory statement, approved by the Board of Directors of the Company on the recommendation of the Audit Committee.

“**RESOLVED FURTHER THAT** 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.”

For and on behalf of the Board
Unipro Technologies Limited

Place: Hyderabad
Date: 13.08.2024

Sd/-
D. Aparna Reddy
Whole Time Director cum CFO
(DIN: 03298728)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy, who shall not act as a proxy for any other person or shareholder. The appointment of a proxy shall be in the Form No. MGT.11 annexed herewith.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, as amended (the "Companies Act" or the "Act") with respect of the Special business as set out in the Notice is annexed hereto.
3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
5. Corporate Members intending to send their authorized representative/(s) u/s 113 of the Companies Act, 2013 (the Act), are requested to send a duly certified copy

of the Board Resolution authorizing their representatives to attend and vote at the meeting.

6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents (M/s. Venture Capital and Corporate Investments Private Limited.)
8. In consonance with the company's sustainability initiatives and Regulation 36 of the SEBI (LODR) Regulations, 2015, the company is sharing all documents with shareholders in the electronic mode, wherever the same has been agreed to by the shareholders. Shareholders are requested to support this green initiative by registering/ updating their email addresses for receiving electronic communications. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. Venture Capital and Corporate Investments Private Limited, RTA of the Company for doing the needful.
9. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
10. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. Venture Capital and Corporate Investments Private Limited, Share Transfer Agents of the Company for their doing the needful.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
12. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.

13. The Securities and Exchange Board of India issued a circular for submission of Aadhar number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar card details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhar card details to the Company/ Registrar and Share Transfer Agents (M/s. Venture Capital and Corporate Investments Private Limited.)
14. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/ transmission/ transposition, Demat /Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
15. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
16. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
17. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
18. Members may also note that the Annual Report will also be available on the Company's website <https://www.uniprolimited.com>. for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@uniprolimited.com.

19. SEBI has decided that securities of the listed companies can be transferred only in dematerialized form which effective from 01.04.2019. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
20. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2024 to 30.09.2024 (both days inclusive) for the purpose of AGM.

21. INSTRUCTIONS FOR E-VOTING

- a. 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.
- b. The remote e-Voting period commences on 27th day of September, 2024 (9.00 A.M. IST) and ends on 29th day of September, 2024 (5.00 P.M. IST). During this period, Members holding shares either in physical mode or in demat mode, as on 23rd day of September, 2024 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.
- c. 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., 23rd day of September, 2024.
- d. 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.
- e. 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:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <u>CDSL</u>	<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, 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/Evoting Login. The system will authenticate the user by sending OTP on registered Mobile & Email</p>

	<p>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>
<p>Individual Shareholders holding securities in Demat mode with <u>NSDL</u></p>	<ol style="list-style-type: none"> 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. 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. 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. 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. 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. f. A new screen will open. You will have to enter your User ID (i.e. your 16 digit demat account number

	<p>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>
<p>Individual Shareholders (holding securities in Demat mode) login through their <u>Depository Participants</u></p>	<p>a. 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>b. 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>c. 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

f. 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.
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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; dandureddy@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.

22. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.uniprolimited.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 BSE Limited.

**For and on behalf of the Board
Unipro Technologies Limited**

**Place: Hyderabad
Date: 13.08.2024**

**Sd/-
D. Aparna Reddy
Whole Time Director cum CFO
(DIN: 03298728)**

**EXPLANATORY STATEMENT
[Pursuant to Section 102 of the Companies Act, 2013]**

Item No: 3 Appointment of Statutory Auditor of the company

M/s. M M REDDY & Co., is a Chartered Accountant Firm registered with Institute of Chartered Accountants of India with Firm Registration No. 010371S. The firm has presence in Hyderabad, Bengaluru and Amaravathi (AP),. The Firm provides range of services which include Audit & Assurance, Taxation, Accounting and Risk Advisory.

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

- Performance of M/s. M M REDDY & Co., as Statutory Auditors of the Company during their present tenure;
- Experience of the firm in handling audits of large global corporations;
- Competence of the leadership and of the audit team of the firm in conducting the audit of the financial statements of the Company;
- Ability of the firm to seamlessly scale and understand the Company's operations, systems and processes; and
- Geographical presence and ability of the firm in servicing the Company and its subsidiaries at multiple locations

M/s. M M REDDY & Co., Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the company along with the confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Companies Act, 2013.

Considering the above and their eligibility to be appointed as the statutory auditor for term of five (5) years under the applicable provisions of Guidelines issued by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013, the Board of Directors, Pursuant to recommendation of the Board Audit Committee, had approved the appointment of M/s. M M REDDY & Co., as a statutory auditor for term of five (5) years

In terms of requirements of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended effective April 1, 2019, details of proposed remuneration and credentials of the Statutory Auditors are provided below

- a. **Terms of Appointment:** the Statutory Auditors of the Company is being appointed for the period of five (5) years starting from conclusion of this AGM till the conclusion of 44th AGM of the Company to be held in financial year 2029-30.
- b. **Proposed Audit fees payable to Auditor and material change in fee Payable:** It is proposed to pay remuneration of Rs.50,000/- towards statutory audit and quarterly standalone financial results and limited review reports along with the issuance of certificates in accordance with guidelines laid down by SEBI and Companies Act, 2013 for financial year 2024-25 and out-of-pocket expenses and such remuneration and expenses thereafter as may be mutually agreed between the Company and the said Statutory Auditors. there are no material changes in the fee payable to new Statutory Auditors.
- c. **Basis of recommendation and Auditor credentials:** M/s. M M REDDY & Co., is a Chartered Accountancy Firm registered with Institute of Chartered Accountants of India with Firm registration Number 010371S. The Firm provides range of services which include Audit & Assurance, Taxation, Accounting and Risk Advisory. The audit firm practice has significant experience in auditing listed and large multinational Companies

Your Board of Directors recommend to pass the resolution for appointment of Statutory Auditors, as an Ordinary Resolution as set out at item no. 3 of the Notice

None of the Directors, Key Managerial Personnel and their relatives are in any way, interested or concerned in this resolution

**For and on behalf of the Board
Unipro Technologies Limited**

**Place: Hyderabad
Date: 13.08.2024**

**Sd/-
D. Aparna Reddy
Whole Time Director cum CFO
(DIN: 03298728)**

DIRECTORS' REPORT

To the Members,
Unipro Technologies Limited,
Hyderabad, Telangana, India

The Board of Directors hereby submits the report of the business and operations of your Company ('the Company') along with the audited "Financial statement for the "Fiscal Year ended March 31, 2024.

1. Financial summary/highlights,

The performance during the period ended 31st March, 2024 has been as under:

Particulars	Standalone	
	2023-24	2022-23
Turnover/Income (Gross)	0	0
Other Income	--	--
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	(26,48,817)	(12,43,806)
Less: Depreciation/ Amortization/ Impairment	38,051	76,103
Profit /loss before Finance Costs, Exceptional items and Tax Expense	(26,10,767)	(11,67,703)
Less: Finance Costs	18,075	5,000
Profit /loss before Exceptional items and Tax Expense	(25,92,691)	(11,62,703)
Add/(less): Exceptional items	--	--
Profit /loss before Tax Expense	(25,92,691)	(11,62,703)
Less: Tax Expense (Current & Deferred)	---	---
Profit /loss for the year (1)	(25,92,691)	(11,62,703)
Total Comprehensive Income/loss (2)	---	---
Less: Transfer to Debenture Redemption Reserve	---	---
Less: Transfer to Reserves	---	---
Less: Dividend paid on Equity Shares	---	---
Less: Dividend paid on Preference Shares	---	---
Less: Dividend Distribution Tax	---	---
Net Loss for The Period	---	---

2. Performance Review:

During the year under review, the Company has recorded no income and loss of Rs. 25,92,691 as against no income and loss of Rs 11,62,703 in the previous financial year ending 31.03.2023.

5. Dividend:

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

6. 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.

7. 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.

8. 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.

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

There is no such amount of Un-paid or Unclaimed Dividend be transferred to Investor and Education and Protection Fund for the financial year ended 31st March 2024.

10. Details of utilization of funds:

During the year under review, the Bank has not raised any funds through Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32(7A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

11. Details of Nodal Officer:

The Company has designated Mr. D. V. Ramana Reddy as a Nodal Officer for the purpose of IEPF.

12. Revision of financial statements:

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

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

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

14. Deposits from public:

The Company has not accepted any public deposits during the Financial Year ended March 31, 2024 and as such, no amount of principal or interest on public deposits was outstanding as on the date of the balance sheet.

15. Criteria for determining qualifications, positive attributes and independence of a director:

In terms of the provisions of Section 178(3) of the Act, and Regulation 19 of the Listing Regulations, the NRC has formulated the criteria for determining qualifications, positive attributes and independence of Directors, the key features of which are as follows:

Qualifications – The Board nomination process encourages diversity of thought, experience, knowledge, age and gender. It also ensures that the Board has an appropriate blend of functional and industry expertise.

Positive Attributes - Apart from the duties of Directors as prescribed in the Act the Directors are expected to demonstrate high standards of ethical behaviour, communication skills and independent judgment. The Directors are also expected to abide by the respective Code of Conduct as applicable to them.

Independence - A Director will be considered independent if he / she meets the criteria laid down in Section 149(6) of the Act, the Rules framed thereunder and Regulation 16(1) (b) of the Listing Regulations.

16. Training of Independent Directors:

Your Company's Independent Directors are highly qualified and have been associated with corporate and business organizations. They understand Company's business and activities very well, however, pursuant to Regulation 4 of the Listing Regulations, the Board has shown all the Independent Directors Company's business and Floriculture activities and were also introduced to Company's staff.

17. Independent director's familiarization programmes:

The familiarization program aims to provide the Independent Directors with the scenario within the Floriculture Activities, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant development so as to enable them to take well-informed decisions in timely manner. The familiarization programme also seeks to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes. The policy on Company's familiarization programme for Independent Directors is hosted on your Company's website and its web link is www.uniprolimited.com

18. Mechanism for Evaluation of the Board:

Pursuant to provisions of Regulation 17(10) of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee, adopted Board Evaluation Policy to comply with the various provisions of the Act, the Listing Regulations and the SEBI circular dated January 5, 2017 which provides further clarity on the process of Board Evaluation ("SEBI Guidance Note") and SEBI circular dated February 5, 2019.

- i. 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
- ii. 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 February 14, 2020, 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.

The above evaluation was done keeping in view the following factors:

- (i) **Board:** Composition, responsibilities, stakeholder value and responsibility, Board development, diversity, governance, leadership, directions, strategic input, etc.
- (ii) **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.

- (iii) **Independent Directors:** Participation, managing relationship, ethics and integrity, Objectivity, bringing independent judgment, time devotion, protecting interest of minority shareholders, domain knowledge contribution, etc.
- (iv) **Chairman:** Managing relationships, commitment, leadership effectiveness, promotion of training and development of directors etc.
- (v) **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	4.89
Individual Directors	
D. V. Ramana Reddy	4.68
K. Ramgopal Reddy	4.78
S. Somshekar	4.46
B. Mallikarjun Reddy	4.59
D. Aparna Reddy	4.73
Audit Committee	4.56
Stakeholder Relationship Committee	4.25
Nomination & Remuneration Committee	4.65

Disclosures as prescribed under SEBI circular dated May 10, 2018 are given below:

Observations of Board evaluation carried out for the year	
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.

19. Composition of 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, 2024, the Company's Board comprised of five Directors, One promoter Director. In addition, there are two independent Directors and two non –executive directors on the Board including one-woman 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.

20. Audit Committee Recommendations

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

21. Number of Board Meetings:

During the year, four meetings of the Board of Directors of the Company were convened and held in accordance with the provisions of the Act. The date(s) of the Board Meetings for the period under review are 30.05.2023, 14.08.2023, 14.11.2023 and 14.02.2024.

A separate meeting of Independent Directors, pursuant to Section 149(7) read with Schedule VI of the Companies Act, 2013 and Regulation 25 of the Listing Regulations was held on 14.02.2024.

22. Audit Committee Recommendations

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

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During the year, four meetings of the Board of Directors of the Company were convened and held in accordance with the provisions of the Act. The date(s) of the Board Meetings for the period under review are 30.05.2023, 14.08.2023, 14.11.2023 and 14.02.2024.

A separate meeting of Independent Directors, pursuant to Section 149(7) read with Schedule VI of the Companies Act, 2013 and Regulation 25 of the Listing Regulations was held on 14.02.2024.

24. Attendance of Board Meetings:

Name	No of Meetings held	No of Meetings attended
D. V. Ramana Reddy	4	4
K. Ramgopal Reddy	4	4
S. Somshekar	4	4
B. Mallikarjun Reddy	4	4
D. Aparna Reddy	4	4

25. Committees of the Board:

In compliance with the provisions of Sections 177, 178 of the Act, the Board constituted, Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship committee and Risk Management Committee. The details of composition of the Committees, their meeting and attendance of the members are:

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

A. Brief Description of Terms of Reference: - 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.

- i. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. Recommending the appointment and removal of External Auditors, fixation of audit fee and approval for payment for any other services;
- iii. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- iv. Approval of payment to statutory auditors for any other services rendered by them.
- v. Review with the management and statutory auditors of the annual financial statements before submission to the Board with particular reference to:
 - (a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) Significant adjustments made in the financial statements arising out of audit findings;
 - (e) Compliance with listing and other legal requirements relating to financial statements

- (f) Disclosure of any related party transactions;
- (g) Modified opinion(s) in the draft audit report;
- vi. Review of the quarterly and half yearly financial results with the management and the statutory auditors;
- vii. Examination of the financial statement and the auditors' report thereon;
- viii. Review and monitor statutory auditor's independence and performance and effectiveness of audit process;
- ix. Approval or any subsequent modification of transactions with related parties;
- x. Scrutiny of inter-corporate loans and investments;
- xi. Review of valuation of undertakings or assets of the company wherever it is necessary;
- xii. Evaluation of internal financial controls and risk management systems;
- xiii. Review with the management, statutory auditors and the internal auditors about the nature and scope of audits and of the adequacy of internal control systems;
- xiv. 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;
- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xvi. Consideration of the reports of the internal auditors and discussion about their findings with the management and suggesting corrective actions wherever necessary;
- xvii. Look into the reasons for any substantial defaults in payment to the depositors, debenture-holders, shareholders (in case of non-payment of declared dividend) and creditors, if any;
- xviii. Review the functioning of the whistle blower mechanism;
- xix. Review and monitor the end use of funds raised through public offers and related matters;

- xx. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- xxi. Frame and review policies in relation to implementation of the Code of Conduct for Prevention of Insider Trading and supervise its implementation under the overall supervision of the Board;
- xxii. Discharge such duties and functions as indicated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and the rules made thereunder from time to time.

Review of the following information:

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the audit committee), submitted by management;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses;

- The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.
- Statement of deviations as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32(1).
- Annual statement of funds utilized for purposes other than those stated in the offer document /prospectus / notice in terms of Regulation 32(7).
- The Audit Committee of the listed holding company shall also review the financial statements, in particular, the investments made by the unlisted subsidiary company.
- Carrying out any other function as may be referred to the Committee by the Board.

- Authority to review / investigate into any matter covered by Section 177 of the Companies Act, 2013 and matters specified in Part C of Schedule II of the Listing Regulations.

B. 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.

C. 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 S. Somshekar, 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 2024 are as under:

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. S. Somshekar	Chairman	NED(I)	4	4
Mr. K. Ramgopal Reddy	Member	NED(I)	4	4
Mr. B. Mallikarjun Reddy	Member	NED	4	4

The Audit Committee met 4 times during the financial year 2023-24 and the gap between any two meetings did not exceed 120 days. The dates on which the Audit Committee Meetings held were: 30.05.2023, 14.08.2023, 14.11.2023 and 14.02.2024. 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 30 September, 2023.

27. Directors and key managerial personnel:

As on date of this report, the Company has five Directors, out of those three are Independent Directors excluding one Woman Independent Director.

a) Re-Appointment of Directors of the Company:

(i) Pursuant to provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. D. Aparna Reddy - Whole Time Director & Chief Financial Officer is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

b) Key Managerial Personnel:

Key Managerial Personnel for the financial year 2023-24

- Mr. D. V. Ramana Reddy, Managing Director of the company.
- Ms. D. Aparna Reddy - Whole Time Director & Chief Financial Officer.

3. Regulatory Affairs Between the End of Financial Year and Date of Report

The following were the regulatory affairs occurred as on the date of Board's Report –

- As per SEBI Circular No. IMD/FPIC/CIR/P/2018/61 dated 5th April, 2018, the Central Depository Services (India) Limited (CDSL) was appointed as the Designated Depository for the purpose of monitoring the Foreign Investment Limits in the Company.
- As per SEBI Circular No. SEBI/HO/CFD/DCR1/CIR/P/2018/85 dated 28th May, 2018, the Central Depository Services (India) Limited (CDSL) was appointed as the Designated Depository for the purpose of System Driven Disclosures in Securities Market for the Company.

4. Green Initiative:

Securities and Exchange Board of India (SEBI) has vide its circular no. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20th April, 2018 mandated that all the shareholders, whose ledger folio do not have or having incomplete details with respect to their PAN and Bank particulars, must submit the same to the Registrar and Transfer Agent (RTA) or the Company.

Your active co-operation is required in this regard and in order to be a part of the green initiative, to help in conserving trees for a greener India and to enable the Company to disseminate to you all the requisite documents and information electronically, i.e. through emails and make payments of dividend directly into your bank account, you are requested:-

- a. To provide your PAN and bank details as required by SEBI. For crediting your dividend amount directly into your bank account through National Automated Clearing House (NACH), a separate form is attached for providing your bank details, kindly fill and sign the form and submit with RTA/Company (for shares held in physical form) or with your depository participant (for shares held in demat form), as the case may be, along with requisite documents mentioned in the form, within stipulated time.
- b. To register or update your e-mail address by filling in and signing the attached form and submit with RTA/Company (for shares held in physical form) or with your depository participant (for shares held in demat form), as the case may be, along with requisite documents mentioned in the form, within stipulated time.

Kindly note that it is mandatory for the Company to mention your bank details on the dividend payment instrument, in case where NACH details are not registered with the Company / RTA.

5. Statutory Audit and Auditors Report:

The members of the Company at their Annual General Meeting held on 30th September, 2019 have appointed M/s. V Ravi and Co., as statutory auditors of the Company to hold office until the conclusion of 39th Annual General meeting of the Company.

The existing Statutory Auditors /s. V Ravi and Co., chartered accountants, Hyderabad will retire at the ensuing Annual General Meeting. Accordingly, pursuant to the provisions of sections 139 of the companies Act, 2013 read with rules made there under, and based on the recommendation of the Audit Committee, the Board in its meeting held on 14.08.2024 has appointed M/s M. M. Reddy & Co., Chartered Accountants, Hyderabad as the statutory auditors of the company, from the conclusion of 39th Annual General Meeting for a period of five Years till the conclusion of this 44th Annual General Meeting subject to the approval of members in ensuing Annual General Meeting.

The Auditors' Report for fiscal year 2023-2024 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 Standalone Audited Financial Results of the Company for the Financial Year ended March 31, 2024 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.

6. Internal auditors:

The Board of Directors based on the recommendation of the Audit Committee has appointed Mr. I. Ravinder Reddy as the Internal Auditor of your Company. The Internal Auditors are submitting their reports on quarterly basis.

7. No Frauds reported by statutory auditors

There is no instance of frauds reported by the statutory auditors of the Company for the financial year under review under sub Section (12) of Section 143 of the Companies Act, 2013.

8. 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

9. Insurance:

The properties and assets of your Company are adequately insured.

10. Particulars of loans, guarantees:

The Company has not availed any facilities of Credit and Guarantee.

11. Management discussion and analysis report:

Management discussion and analysis report for the year under review as stipulated under Regulation 4(3) read with schedule V, Part B of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 with the stock exchange in India is presented in a separate section forming part of the annual report.

12. Risk management policy:

Your Company follows a comprehensive system of Risk Management. Your Company has adopted a procedure for assessment and minimization of probable risks. It ensures that all the risks are timely defined and mitigated in accordance with the well-structured risk management process.

13. Corporate governance:

A Separate section titled "Report on Corporate Governance" along with the Auditors' Certificate on Corporate Governance as stipulated under Regulation 34 read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as a part of this Annual Report.

14. Committees of the board:

Currently the Board has 4 committees: The Audit Committee, the Nomination and Remuneration Committee, the Stakeholder Relationship Committee and the Risk Management Committee. A detailed note on composition of the Board and its committees is provided in the Corporate Governance Section of the Annual Report.

15. Extract of 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: www.uniprolimited.com

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

The authorized capital of the company stands at Rs. 7,00,00,000/- divided into 70,00,000 equity shares of Rs.10/- each. The company's paid up capital is Rs. 6,08, 49,000/- divided into 60,84,900 equity shares of Rs. 10/- each.

17. Declaration by Independent Directors:

All Independent Directors have given declarations that they meet the criteria of independence as prescribed under the provisions of the Companies Act, 2013 and Regulations 16(1) (b) and 25 of the Listing Regulations such declarations are annexed herewith as Annexure- I to this report.

18. Policy on Directors appointment and Remuneration and other details:

The Company's policy on Directors appointment and remuneration and other matters provided in Section 178(3) of the Companies Act, 2013 has been disclosed in Corporate Governance Report, which forms part of Annual Report.

19. Director's Responsibility Statement:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, your Directors confirm that: -

- a) in the preparation of the annual accounts for the financial year ended 31 March 2024, 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 31st March 2024 and of the profit and loss of the Company for the financial year ended 31 March 2024;
- 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.

20. Secretarial Standards:

The company is in compliance with Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings.

21. Vigil Mechanism/Whistle Blower Policy:

The Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. The Company has a vigil mechanism to deal with fraud and mismanagement, if any. The policy is on the website of the Company.

22. Corporate social responsibility policy:

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

23. 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.

24. Related Party Transactions:

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

25. Disclosure about cost audit:

Cost Audit is not applicable for the financial year 2023-24.

26. 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, no remuneration has been paid to any of the Directors of the Company for the financial year 2023-24.

27. 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.

28. 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.

29. Prevention of Sexual Harassment at Workplace:

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with rules made thereunder, your Company has constituted Internal Complaints Committee which is responsible for redressal of complaints related to sexual harassment. During the year under review, there were no Complaints pertaining to sexual harassment.

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition, and Redressal of Sexual Harassment at workplace. This is in line with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ('POSH Act') and the Rules made thereunder. With the objective of providing a safe working environment, all employees (permanent, contractual, temporary, trainees) are covered under this Policy. The policy is available on the website at www.info@uniprolimited.com.

As per the requirement of the POSH Act and Rules made thereunder, the Company has constituted an Internal Committee at all its locations known as the Prevention of Sexual Harassment (POSH) Committees, to inquire and redress complaints received regarding sexual harassment. During the year under review, there were no Complaints pertaining to sexual harassment.

30. 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, NSDL, CDSL, Banks etc. for their continued support for the growth of the Company.

**For and on behalf of the Board
Unipro Technologies Limited**

Sd/-

Sd/-

**Place: Hyderabad
Date:13.08.2024**

**D. Aparna Reddy
Whole Time Director
(DIN: 03298728)**

**D. V. Ramana Reddy
Managing Director
(DIN: 02957936)**

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 Unipro Technologies Limited as follows:

1. Company's Philosophy on Corporate Governance:

Company's endeavour is to maximize shareholder value. Unipro 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. 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, www.uniprolimited.com

3. 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. www.uniprolimited.com

- Board Diversity Policy
- Policy on preservation of Documents
- Risk Management Policy
- Whistle Blower Policy
- Familiarization programme for Independent Directors
- Sexual Harassment Policy

- Related Party Policy
- Code of Conduct for Board of Directors and Senior Management Personnel

4. Unipro' 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 www.uniprolimited.com

5. 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, 2024, the Company's Board comprised of Six Directors, Two promoter Directors. In addition, there are four independent Directors on the Board including one-woman 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.

6. Re-appointment of Directors retiring by rotation:

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.

7. 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:

Knowledge on Company's businesses policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.

Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.

Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making. Financial and Management skills. Technical / Professional skills and specialized knowledge in relation to Company's business.

8. Re-appointment of Directors retiring by rotation:

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.

9. Number of board meetings:

The Board of Directors met four (4) times during the financial year, on 30.05.2023, 14.08.2023, 14.11.2023 and 14.02.2024. The maximum time gap between any two meetings was less than 120 Days. The agenda for each meeting is prepared well in advance, along with explanatory notes wherever required and distributed to all Directors.

10. 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**.

Table-1									
Name of Director	Relation ship with	Category	No. of Meeti	No. of Meeting	Whether Attende	No. of Outside	No. of Committe	No. of Committ	

	Other Director's		Shares Held	Shares Attended	Attended Last AGM	Directorships of Public Companies	Number of Memberships	Number of Chairmanships
D. V. Ramana Reddy	None	Promoter Director	4	4	Yes	--	--	--
D. Aparna Reddy	None	Promoter Director	4	4	Yes	--	--	--
K. Ramgopal Reddy	None	Independent Director	4	4	Yes	--	3	--
S. Somshekar	None	Independent Director	4	4	Yes	2	3	--
Mr. B. Mallikarjun Reddy	None	Independent Director	4	4	Yes	2	3	--

11. 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.

12. 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. During the financial year 2023-24, there has been no change in the independent director of the Company.

The Company's Policy of conducting the Familiarization Program and details of such familiarisation program during the year, is placed on its website viz., www.uniprolimited.com

13. Committees of the board:

The Company has three Board-level Committees - Audit Committee, Stakeholder Relationship Committee and Nomination & Remuneration 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:

14. Performance Evaluation of Board, Committees and Directors

Pursuant to the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Board has carried out an Annual Evaluation of its own performance, performance of the Directors and the working of its Committees. The Board's functioning was evaluated on various aspects, including inter alia degree of fulfilment of key responsibilities, Board structure and composition, establishment and delineation of

responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Evaluation of the Committees performance was based on various parameters laid down in the Company's Policy on evaluation of Directors as well as their own expertise and assessment of company's corporate governance framework, prepared and distributed evaluation sheets to the Board, committees (by committee members and by non-committee members) and individual directors. Based on the same, the Board carried out annual performance evaluation of itself, Committees and Independent Directors for the year 2024. Nomination and Remuneration Committee evaluated individual directors' performance during the year and at a separate meeting, Independent Directors evaluated performance of Executive Directors, Board as a whole and Chairman. The performance was evaluated by the Directors on various parameters on laid down criteria as like:

- (vi) **Board:** Composition, responsibilities, stakeholder value and responsibility, Board development, diversity, governance, leadership, directions, strategic input, etc.
- (vii) **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.
- (viii) **Independent Directors:** Participation, managing relationship, ethics and integrity, Objectivity, brining independent judgement, time devotion, protecting interest of minority shareholders, domain knowledge contribution, etc.
- (ix) **Chairman:** Managing relationships, commitment, leadership effectiveness, promotion of training and development of directors etc.
- (x) **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	4.60
Individual Directors	
Mr. D. V. Ramana Reddy	4.95
Mr. K. Ramgopal Reddy	4.90
Mr. S. Somshekar	4.98
Mr. B. Mallikarjun Reddy	4.20

Ms. D. Aparna Reddy	4.85
Stakeholder Relationship Committee	4.93
Nomination & Remuneration Committee	4.92

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

A. Brief Description of Terms of Reference: - 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.

- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
- Reviewing with management the annual financial statements before submission to the Board, focusing on:
 - a. Any changes in accounting policies and practices;
 - b. Qualification in draft audit report;
 - c. Significant adjustments arising out of audit;
 - d. The going concern concept;
 - e. Compliance with accounting standards;
 - f. Compliance with stock exchange and legal requirements concerning financial statements and
 - g. Any related party transactions
- Reviewing the company's financial and risk management's policies.
- Disclosure of contingent liabilities.
- Reviewing with management, external and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution,

staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.

- Discussion with internal auditors of any significant findings and follow-up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into the 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.2
- Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Reviewing compliances as regards the Company's Whistle Blower Policy.

B. Composition, meetings & attendance:

There were four (4) Audit Committee Meetings held during the year on 30.05.2023, 14.08.2023, 14.11.2023 and 14.02.2024

Name	Designation	Category	No.of Meetings held	No of Meetings attended
Mr.K.Ramgopal Reddy	Chairman	NED(I)	4	4
Mr.B.Mallikarjun Reddy	Member	NED(I)	4	4
Mr. S. Somshekar	Member	NED(I)	4	4

16. Nomination and remuneration committee: Terms of reference of the committee comprise of various matters provided under Regulation 19 of the Listing Regulations and section 178 of the Act, 2013.

The Committee comprises of four non-executive independent Directors

A. Brief description of terms of reference:

- To approve the fixation/revision of remuneration of Executive Directors of the Company and while approving:
 - a. to take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
 - b. to bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and /or removal.
- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To recommend/review remuneration of the Managing Director and Whole-time Director(s) based on their performance and defined assessment criteria.

Performance evaluation criteria for Independent Directors are laid down in the Policy on Board evaluation which include participation, managing relationship, ethics and integrity, Objectivity, bringing independent judgment, time devotion, domain knowledge contribution, etc. and more specifically the following:

- Help in bringing independent judgment on Board's deliberations.
- Arbitration in situations of conflict between management & shareholder's interest.
- Independent judgment on strategy, performance, risk management, etc.
- Objectivity & constructively while exercising duties.
- Safeguarding particularly interests of minority shareholders.

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

There were two (2) Nomination and Remuneration Committee Meetings held during the financial year 2023-24 on 30.05.2023 & 14.11.2023	Designation	Category	No of Meetings held	No of Meetings attended
Mr. K. Ramgopal Reddy	Chairman	NED(I)	2	2
Mr.B. Mallikarjun Reddy	Member	NED(I)	2	2
Mr. S. Somshekar	Member	NED(I)	2	2

17. 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:

- (i) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (ii) Proactively communicate and engage with stockholders including engaging with the institutional shareholders at least once a year along with members of the Committee/Board/ KMPs, as may be required and identifying actionable points for implementation.
- (iii) Review of measures taken for effective exercise of voting rights by shareholders
- (iv) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (v) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

The Committee comprises of 6 Directors out of which are independent. In the financial year 2023-24, 4 meetings of the Committee were held on 30.05.2023, 14.08.2023, 14.11.2023 and 14.02.2024. 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. K. Ramgopal Reddy	Member	NED(I)	4	4
Mr. D. V. Ramana Reddy	Member	ED	4	4
Mr. B. Mallikarjun Reddy	Member	NED(I)	4	4

No complaints received during the year and all of them have been redressed/answered to the satisfaction of investors. No investor grievance remained unattended/pending.

18. 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:

1. The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole

and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.

2. In evaluating the suitability of individual Board member, the NR Committee may take into account factors, such as:
 - General understanding of the company's business dynamics, global business and social perspective;
 - Educational and professional background
 - Standing in the profession;
 - Personal and professional ethics, integrity and values;
 - Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

2.1 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 endeavor 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 NR 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.

19. Name and designation of compliance officer:

Mr. D. V. Ramana Reddy is the Compliance Officer of the Company during the financial year 2023-24.

20. Details of complaints/requests received, resolved and pending during the year 2023-24:

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 / 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, 2024	0
Complaints pending as on March 31, 2024	0
Number of Share transfers pending for approval, as on March 31, 2024	0

21. Pecuniary Relationship or Transactions of The Non-Executive Directors Vis-À-Vis the Listed Company: The Non- Executive Directors have no pecuniary relationship or transactions.

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.

B. REMUNERATION TO DIRECTORS PAID DURING THE FINANCIAL YEAR 2023-24 AND OTHER DISCLOSURES:

Name of the Director	Salary (Rs)	Sitting fees (Rs)	Number of shares held	Service Contracts	Stock Option Details	Fixed Component	Performance Based Incentive
Mr. D. V. Ramana Reddy	--	--	11,69,171	--	--	--	--
Mr. K. Ramgopal Reddy	--	--	--	--	--	--	--
Mr. S. Somshekar	--	--	--	--	--	--	--
Mr. B. Mallikarjun Reddy	--	--	--	--	--	--	--
Ms. D. Aparna Reddy	--	--	73,500	--	--	--	--

22. 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 14.02.2024, 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 are given at company's website ([www.uniprolimited.com/ Investor Relations](http://www.uniprolimited.com/Investor%20Relations)).

23. 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.

24. Formal annual evaluation:

As per section 149 of the Companies Act, 2013 read with clause VII (1) of the schedule IV and rules made thereunder and regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the independent directors of the company had a meeting on 14.02.2024 without attendance of non-independent directors and members of management. In the meeting the following issues were taken up:

- (a) Review of the performance of non-independent directors and the Board as a whole;
- (b) Review of the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- (c) Assessing the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The meeting also reviewed and evaluated the performance of non-independent directors. The company has two non-independent directors namely:

- i.) Mr. D. V. Ramana Reddy - Managing Director
- ii.) Ms. D. Aparna Reddy - Whole Time Director & Chief Financial Officer

The meeting recognized the significant contribution made by Mr. D. V. Ramana Reddy in directing the Company towards the success path and placing the Company globally in Software Development & Services.

The meeting also reviewed and evaluated the performance the Board as whole in terms of the following aspects:

- Preparedness for Board/Committee Meetings
- Attendance at the Board/Committee Meetings
- Guidance on corporate strategy, risk policy, corporate performance and overseeing acquisitions and disinvestments.
- Monitoring the effectiveness of the Company's governance practices
- Ensuring a transparent board nomination process with the diversity of experience, knowledge, perspective in the Board.
- Ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for financial and operational control and compliance with the law and relevant standards.

It was noted that the Board Meetings have been conducted with the issuance of proper notice and circulation of the agenda of the meeting with the relevant notes thereon.

25. 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.

26. Outstanding GDR/ADR/Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued these types of securities.

27. 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.

28. 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
2022-23	30.09.2023	9.30 A.M	Flat.No.503B,5thFloor, Maheshwari Chambers, Somajiguda, Hyderabad -500082, Telangana, India	2 Resolution
2021-22	28.09.2022	9.30 A.M	Flat.No.503B,5thFloor, Maheshwari Chambers, Somajiguda, Hyderabad -500082, Telangana, India	4 Resolution
2020-21	29.09.2021	11.30 A.M	Flat.No.503B,5thFloor, Maheshwari Chambers, Somajiguda, Hyderabad -500082, Telangana, India	4 Resolution

29. Passing of Resolutions by Postal Ballot

There were no resolutions passed by the Company through Postal Ballot during the financial year 2023-24.

30. 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 Nava Telangana. These results are also made available on the website of the Company <https://www.uniprolimited.com/investor-relations/quarterly-results/>. 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 Exchange is filed through BSE Listing Centre, for dissemination on their respective website. The stock exchange filings are also made available on the website of the Company <https://www.uniprolimited.com>.

31. General shareholder information:

A. Annual general meeting:

The 39th Annual General Meeting of the Company will be held as per the following schedule:

Day	Monday
Date	30 th September, 2024
Time	09.00 a.m.
Venue	Flat No.503B, 5 Floor, Maheshwari Chambers, Somajiguda, Hyderabad-500082, Telangana, India

B. Venue: Financial Year and Financial Year Calendar 2024-25 (Tentative Schedule)

The financial calendar (tentative) shall be as under:

Financial Year	2024-2025
First Quarterly Results	25.05.2024
Second Quarterly Results	13.08.2024
Third Quarterly Results	16.11.2024
Fourth Quarterly Results	11.02.2025
Annual General Meeting for year ending 31st March, 2025	30.09.2025

C. Dividend Payment Date: No Dividend was declared during the Financial Year 2023-24.

D. Listing on stock exchanges & address:

The equity shares of the Company are listed on Bombay Stock Exchange Limited (BSE).
The Company has paid the listing fees for the year 2023-2024.

E. Registrar and share transfer agents:

Venture Capital and Corporate Investments Pvt Ltd

“Aurum”, Plot No.57, 4th & 5th Floors
Jayabheri Enclave Phase – II
Gachibowli, Hyderabad – 500 032.

F. Stock Market Price Data: BSE Limited

Bombay Stock Exchange (BSE)				
Month	Open Price	High Price	Low Price	Close Price
Apr 23	--	--	--	--
May 23	--	--	--	--
Jun 23	--	--	--	--
Jul 23	--	--	--	--
Aug 23	--	--	--	--
Sep 23	--	--	--	--
Oct 23	--	--	--	--
Nov 23	--	--	--	--
Dec 23	--	--	--	--
Jan 24	--	--	--	--
Feb 24	--	--	--	--
Mar 24	--	--	--	--

G. Share transfer system:

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.

H. Distribution of Shareholding As on 31st March, 2024:

Category	No. of Shareholders	%	Amount	%
1 – 5000	377	63.68	62870	1.03
5001 – 10000	49	8.28	44300	0.73
10001 – 20000	30	5.07	52700	0.87
20001 – 30000	34	5.74	9332	1.53
30001 – 40000	13	2.2	48872	0.8
40001 – 50000	17	2.87	83400	1.37
50001 – 100000	24	4.05	209867	3.45
100001 and above	48	8.11	5489559	90.22
TOTAL	592	100	6084900	100

I. Dematerialisation & liquidity of shares:

As on 31st March, 2024, 66.81% (4065490 Equity shares) of paid up capital were in dematerialized form. We request the shareholders whose shares are held in physical mode to dematerialize the shares and update their bank accounts with the depository participants.

J. Book closure date:

The date of Book Closure for the purpose of Annual General Meeting from Tuesday, the 24th day of September, 2024 to Monday, the 30th day of September, 2024 (both days inclusive).

K. Electronic connectivity:

Demat ISIN Number: INE 448F01012

L. Central Depository Services (India) Limited

Marathon Futurex, A-Wing, 25th floor,
NM Joshi Marg, Lower Parel, Mumbai 400013

M.SHAREHOLDING PATTERN AS ON 31ST MARCH, 2024:

S. No	Category	No. of shares held	Percentage of shareholding
A	Shareholding of Promoter and Promoter group		
1.	Indian		
	Individual	17,02,078	27.97
2.	Foreign	--	--
	Individual	--	--
	Sub-Total A	17,02,078	27.97
B	Public Shareholding		
1.	Institutions	--	--
2.	Non-Institutions		
	a. Bodies Corporate	2,30,450	3.79
	b. Indian Public and others	39,33,863	64.65
	c. Clearing members	20,451	0.34
	d. Non-Resident Individuals	1,98,058	3.25
	Sub Total B	43,82,822	72.03
	Grand Total (A+B)	60,84,900	100.00

32. Other disclosures:

- a. There were no transactions of material nature with its related parties that may have the potential conflict with the interest of the Company at large. Transactions with related parties are disclosed in Note No. 20 of the Financial Statements.
- b. The Company has not entered into any transaction of a material nature with the Promoters, Directors or Management, their subsidiaries or relatives, etc. that may have a potential conflict with the interests of the Company at large.
- c. There were no instances of material noncompliance nor have any penalties/strictures imposed by Stock Exchanges or SEBI or any other statutory authority on any matters related to capital market, during last 3 financial years.
- d. The Board of Directors of the Company has adopted and put in place a Whistle Blower Policy and no personnel have been denied access to the audit committee. Details of vigil mechanism/whistle blower policy are provided in the Directors report.
- e. Managing Director of the Company have certified to the Board with regard to the compliance made by them in terms of Regulation 17(8) of the Listing Regulations [Part

B of Schedule II] and the certificate forms part of Annual Report. The Managing Director gives quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations.

- f. There are no non-compliances of any requirement of corporate governance report and all the required disclosures are made to stock exchanges and other regulatory bodies as and when required.
- g. The Company has complied and disclosed all the mandatory corporate governance requirements under Regulation 17 to 27 and Regulation 46(2) under LODR.
- h. Disclosures have also been received from the senior management relating to the financial and commercial transactions in which they or their relatives may have a personal interest. However, there were no such transactions during the Financial Year 2023-24 having potential conflict with the interests of the Company at large.
- i. The Company is in compliance with the disclosures required to be made under this report in accordance with Regulation 34(3) read together with Schedule V(C) to the Listing Regulations.
- j. Company complies with following non-mandatory requirements of Regulation 27(1) specified in Part E of Schedule II of the Listing Regulation:
- Company has appointed separate persons to the post of Chairman and Managing Director.
 - Non-Executive Chairman is provided with an office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties.
 - Internal Auditor reports to the Audit Committee.
 - The financial statements are with unmodified audit opinion.

**For and on behalf of the Board
Unipro Technologies Limited**

**Place: Hyderabad
Date: 13.08.2024**

**Sd/-
D. V. Ramana Reddy
Managing Director
(DIN: 02957936)**

**Sd/-
D. Aparna Reddy
Wholetime Director cum CFO
(DIN: 03298728)**

DECLARATION PURSUANT TO SCHEDULE V OF THE LISTING REGULATIONS

In accordance with Regulation 26 (3) and Schedule V of the Listing Regulations with the Stock Exchanges, I hereby declare that the Directors and Senior Management of the Company have affirmed compliance with the Code of Conduct as applicable to them for the year ended 31st March 2024.

**For and on behalf of the Board
Unipro Technologies Limited**

**Place: Hyderabad
Date: 13.08.2024**

**Sd/-
D. Aparna Reddy
Whole Time Director cum CFO
(DIN: 03298728)**

Compliance certificate under regulation 17(8) of SEBI (listing Obligations & disclosure requirements) regulation, 2015

To,
The Board of Directors
Unipro Technologies Limited

We, the undersigned, in our respective capacities as Chief Executive Officer and Executive Director cum Chief Financial Officer of Unipro Technologies Limited (“the Company”), to the best of our knowledge and belief certify that:

- A. We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2024 and to the best of our knowledge and belief, we state that:
1. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 2. these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- D. We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- E. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
1. Significant changes, if any, in the internal control over financial reporting during the year;
 2. Significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and

3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

**For and on behalf of the Board
Unipro Technologies Limited**

**Place: Hyderabad
Date: 13.08.2024**

Sd/-	Sd/-
D. V. Ramana Reddy	D. Aparna Reddy
Managing Director	Whole Time Director cum CFO
(DIN: 02957936)	(DIN: 03298728)

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
M/s. Unipro Technologies Limited,
Hyderabad.

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance of conditions of corporate governance by M/s. Unipro Technologies Limited ("the Company") for the year ended March 31, 2024, as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraph C, D, and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) with BSE Limited.

The compliance of the conditions of the corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of Corporate Governance. Our examination was neither an audit nor was it conducted to express an opinion on the financial statements of the company.

In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing regulations.

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

For V. Ravi & Co.,
Chartered Accountants
FRN:006492S

Place: Hyderabad
Date: 13.08.2024

Sd/-
V. Ravi
Partner (M. No. 217139)

ANNEXURE II

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors,
M/s. Unipro Technologies Limited,
Hyderabad.

Dear Sir,

I undertake to comply with the conditions laid down in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

(a) I declare that up to the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.

(b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.

(c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:

(i) the statutory audit firm or the internal audit firm that is associated with the Company and

(ii) the legal firm(s) and consulting firm(s) that have a material association with the company

(d) I have not been a material supplier, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.
Yours Faithfully,

S/d-
K. Ramgopal Reddy
(Independent director)

Date: 13.08.2024
Place: Hyderabad

ANNEXURE II

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

To,
The Board of Directors,
M/s. Unipro Technologies Limited,
Hyderabad.

Dear Sir,

I undertake to comply with the conditions laid down in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

(a) I declare that up to the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.

(b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.

(c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:

(i) the statutory audit firm or the internal audit firm that is associated with the Company and

(ii) the legal firm(s) and consulting firm(s) that have a material association with the company

(d) I have not been a material supplier, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.
Yours Faithfully,

S/d-
S. Somshekar
(Independent director)

Date: 13.08.2024
Place: Hyderabad

ANNEXURE II

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

To,
The Board of Directors,
M/s. Unipro Technologies Limited,
Hyderabad.

Dear Sir,

I undertake to comply with the conditions laid down in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

(a) I declare that up to the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.

(b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.

(c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:

(i) the statutory audit firm or the internal audit firm that is associated with the Company and

(ii) the legal firm(s) and consulting firm(s) that have a material association with the company

(d) I have not been a material supplier, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.
Yours Faithfully,

S/d-

B. Mallikarjun Reddy
(Director)

Date: 13.08.2024
Place: Hyderabad

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014/

CIN : L72200TG1985PLC005615
Name of the company: Unipro Technologies Limited
Registered office: Flat No.503B, 5th Floor, Maheshwari Chambers, Somajiguda,
Hyderabad, 500082, Telangana, India

Name of the member(s) :
Registered Address :
E-mail Id :
Folio No./Client Id :
DP ID :

I / We, being the Member(s) of _____ share of Unipro
Technologies Limited , hereby appoint

1. Name: _____
Address: _____
_____ E-mail
ID: _____ Signature _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **39th Annual General Meeting** of the Company, to be held on **Monday, the 30th day of September, 2024 at 10.30 A.M.** at Flat No.503B, 5th Floor, Maheshwari Chambers, Somajiguda, Hyderabad, 500082, Telangana, India and at any adjourned meeting thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Approval of Financial Statements for the Year Ended 31st March, 2024.
2. To re-appoint a Director in place of Mrs. D. Aparna Reddy (DIN: 03298728) who retires by rotation and being eligible offers herself for reappointment.
3. Appointment of Statutory Auditors of the Company:

Signed this day of... 2024



Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

UNIPRO TECHNOLOGIES LIMITED

Flat No.503B, 5th Floor, Maheshwari Chambers, Somajiguda,
Hyderabad, 500082, Telangana, India

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence for the **39th Annual General Meeting** of the members to be held on **Monday, the 30th day of September, 2024 at 10.30 A.M.** at Flat No.503B, 5th Floor, Maheshwari Chambers, Somajiguda, Hyderabad, 500082, Telangana, India and at any adjourned meeting thereof.

Shareholders/Proxy's Signature _____

Shareholders/Proxy's full name _____ (In block letters) Folio No./ Client ID _____

No. of shares held _____

Note: Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.



Independent Auditors' Report

To The Members of **UNIPRO TECHNOLOGIES LIMITED**

Report on the Audit of the Standalone Financial Statements

Opinion

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

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

Basis for opinion

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

Branches :

Head Office :

Gr Floor, 2-6-1071,
Road No.2, KLN Reddy Colony
Hanamkonda, Warangal Urban Dist
Telangana - 506 001
Mobile : 96521 08456
vraviandco.ca@gmail.com

Hyderabad :

H.No. 1-74/DH/301,
Diamond Hills, Gachibowli
Hyderabad.
Telangana - 500 032
Mobile : 90321 22231
rajenderrao@gmail.com

Karimnagar :

10-3-239,
Vidyanagar
Karimnagar
Telangana - 505 001
Mobile : 99893 13399
rkdannapuneni@gmail.com

Hanamkonda :

1-7-900/A/61,
Nandi Hills, Hunter Road
Hanamkonda, Warangal Urban Dist.
Telangana - 506 001
Mobile : 99894 15638
wglauditors@gmail.com

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.

Emphasis of Matter

- i. The company has reported the value of closing stocks as per the physical verification at the end of the financial year. The net impact of the opening and actual closing stocks of inventories has accounted in profit and loss account for the year.
- ii. The net worth as on 31-03-2024 is Rs. (54,19,476)/-.

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

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

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

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

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

Management's Responsibility for the Standalone Financial Statements

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

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

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

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

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We are 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 controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has an adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure- A" a statement on the matters specified in paragraphs 3 and 4 of the order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report agree with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure- B".
 - g) On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164 (2) of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company has disclosed pending litigations on its financial position in its standalone financial Statements.
 - b. The Company has made a provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - c. There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the company.
 - d. A) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

B) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the company from any person or entity, including foreign entity 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;
 - e. The company has neither declared nor paid any dividend during the year as per Section 123 of the Act.
 - f. Based on our examination, which included test checks, the Company has used accounting software's for maintaining its books of account for the financial year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software's. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

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



Place: Hyderabad
Date: 18-08-2024

Ratish Kumar D
Chartered Accountant
Membership No. 217139
UDIN:24217139BKBMHN7348

Annexure 'A' to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of UNIPRO TECHNOLOGIES LIMITED of even date)

- i. In respect of the Company's fixed assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
- ii.
 - a) The physical verification of the inventory excluding stocks with third parties has been conducted at reasonable intervals by the management during the year.
 - b) The books of accounts of the company does not carry any inventory for the reporting year. Hence the above point as per CARO, 2020 is NOT APPLICABLE.
- iii. According the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships, or other parties, covered in the register maintained under section 189 of the Companies Act, 2013, Accordingly, the provisions of clause 3(iii) (a),

(b) and (c) of the order are not applicable to the company and hence not commented upon.

- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2024 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the company. Thus reporting under clause 3(vi) of the order is applicable for the Company. The Company has been not complied with the same.
- vii. According to the information and explanations given to us, in respect of statutory dues: The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

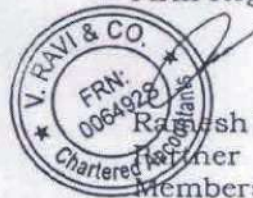
Particulars	Financial Year	Under Act	Amount
Income Tax Payable	2016-17	Income Tax Act, 1961	Rs. 7,51,779

- viii. In our Opinion and according to the information and explanations provided by the Management, the company has not defaulted in repayment of loans or borrowings to a financial Institution, bank or Government or dues to debenture holders.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material

fraud on the Company by its officers or employees has been noticed or reported during the year.

- xii. In our opinion and according to the information and explanations given to us, the Company has not paid / provided any managerial remuneration in accordance with the provisions of section 197 read with Schedule V to the Act.
- xiii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiv. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xvi. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvii. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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



Place: Hyderabad
Date: 18-08-2024

Ramesh Kumar D

Partner

Membership No. 217139

UDIN: 24217139BKBMHN7348

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **UNIPRO TECHNOLOGIES LIMITED** of even date)

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

We have audited the internal financial controls over financial reporting of **UNIPRO TECHNOLOGIES LIMITED** ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was

established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Place: Hyderabad
Date: 18-08-2024


Ravi Kumar D
Partner
Membership No. 217139
UDIN:24217139BKBMHN7348

Corporate Information:

UNIPRO TECHNOLOGIES LIMITED ("the Company") was incorporated in India in the year 1985 having its Registered office at FLAT NO.503 B, 5th Floor, Maheshwari Chambers, Somajiguda, Hyderabad- 500082. The Company is engaged in the business of IT Product development & Software. The shares of the company are listed on the Bombay Stock Exchange.

Disclosure of Significant Accounting Policies:

1. Basis for Preparation of Financial Statements:

a) Compliance with Indian Accounting Standards (Ind As)

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

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

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

b) Basis of Preparation of financial statements

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

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

Current and Non-Current Classification:

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

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

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

All other assets are classified as non-current.

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

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

All other liabilities are classified as non-current.

c) Use of estimates and judgment

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

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

The areas involving critical estimates or judgments are:

S.no	Name of the estimate	Note No	Remarks
1	Fair value of unlisted equity securities	Not applicable	No unlisted equity shares are held by the company during the current financial year
2	Goodwill impairment	Not applicable	No amount provided during the current financial year
3	Useful life of intangible asset	Not applicable	No intangible assets held by the company for the current financial year
4	Measurement of contingent liabilities and contingent purchase consideration in a business combination	Not applicable	Contingent transactions are recognized based on happening contingent event. No contingent liabilities for the report
5	Current tax expense and current tax payable	Note No.6	As per the Ind AS.12
6	Deferred tax assets for carried forward tax losses	Note No.7	As per the Ind AS.12
7	Impairment of financial assets	Note No.3	As per Ind AS 16

d) Issue of Ind AS 117 – Insurance Contracts:

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

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

Amendments to existing Standards

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

1. Ind AS 103 – Business Combination -Nil
2. Ind AS 1, Presentation of Financial Statements and Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors
3. Ind AS 40 – Investment Property – Nil

The Company is in the process of evaluating the impact of the new amendments issued but not yet effective.

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

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

2. Significant accounting policies:

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

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

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

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

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

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

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

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

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

This Ind AS 106 is not applicable, the company is in the business of IT Product development & Software. Hence this Ind AS does not have any financial impact on the financial statements of the company.

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

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

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

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

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

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

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

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

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

Impairment

Property Plant and Equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal

and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

2.4 Impairment Assets (Ind AS 36)

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

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

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

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

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

2.5 Intangible assets (Ind AS 38):

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

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

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

Gains or losses arising from de-recognition of Intangible asset are measured as the difference between the net disposal proceeds and carrying amount of

the asset is recognized in the statement of profit or loss when the asset is derecognized.

2.6 Cash Flow Statement (Ind AS 7):

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

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

a) **Non-cash items: Nil**

b) **Changes in Liability Arising from Financing Activity:**

Particulars	31-Mar-23	Cash Flow	31-Mar-24
		(Net)	
Current Borrowings	-	-	-
Non-current Borrowings	80,05,771	8,34,177	88,39,948
Total	80,05,771	8,34,177	88,39,948

2.7 Operating Cycle:

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

2.8 Capital Work in Progress

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

Capital Work in Progress is no more eligible to use so it has been written off during the year.

2.9 Investments:

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

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

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

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

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

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

2.11 Borrowing Costs (Ind AS 23):

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

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

Discounts or premiums and expenses on the issue of debt securities are amortized over the term of related securities are included within borrowing

costs. Premiums payable on early redemptions of debt securities, in lieu of future costs, are recognized as borrowing costs.

All other borrowing costs are recognized as expenses in the period in which it is incurred.

2.12 Revenue Recognition (Ind AS 18):

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

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

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

Government grants:

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

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

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

The benefit of a government loan at a below-market rate of interest and the effect of this favorable interest is treated as a government grant. The

loan or assistance is initially recognized at fair value and the government grant is measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates and recognized to the income statement immediately on fulfillment of the performance obligations. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

2.14 Inventories (Ind AS 2):

Inventories are assets:

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

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

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

Inventories at the year-end are valued as under:

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

- Cost of Material excludes duties and taxes which are subsequently recoverable.
- Stocks at Depots are inclusive of duty, wherever applicable, paid at the time of dispatch from Factories.
- Based on the information provided the difference between physical verification and valuation of the inventories are charged to the profit and loss account.

2.15 Trade Receivables – Doubtful debts:

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

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

2.16 Retirement and other Employee Benefits:

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

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

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

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

2.17 Ind AS 17- Leases

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

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

2.18 Insurance Claims:

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

2.19 Earnings per Share (Ind AS 33):

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

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

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

Provisions are recognized in the balance sheet when the company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation on the balance sheet. Where the time value for money is material, provisions are made on a discounted basis.

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

Disclosure for Contingent assets are made when there is possible asset that arises from past events and whose existence will be confirmed only by the

occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. However Contingent assets are neither recognized nor disclosed in the financial statements.

2.21 Prior Period and Extraordinary and Exceptional Items:

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

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

I. Financial assets:

A. Initial recognition and measurement

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

B. Subsequent Measurement

a) Financial assets measured at amortized cost (AC)

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

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

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

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

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

II. Financial Liabilities

A. Initial recognition

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

B. Subsequent measurement

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

2.23 Contingent Liabilities not provided for and commitments:

(Amount in Rupees.)

Nature of Contingent Liability	March 31, 2024	March 31, 2023
i. Unexpired guarantees issued on behalf of the company by Banks for which the Company has provided counter guarantee	NIL	NIL
ii. Bills discounted with banks which have not matured	Nil	Nil
iii. Corporate Guarantees issued by Company on behalf of others to Commercial Banks & Financial Institutions	Nil	Nil
iv. Collateral Securities offered to Banks for the limit Sanctioned to others	Nil	Nil
v. Legal Undertakings given to Customs Authorities for clearing the imports	Nil	Nil

vi. Claims against the company not acknowledged as debts		
a. Excise	NIL	NIL
b. Sales Tax	NIL	NIL
c. Service Tax	Nil	Nil
d. Income Tax	NIL	NIL
e. Civil Proceedings	NIL	NIL
f. Company Law Matters	Unascertainable	Unascertainable
g. Criminal Proceedings	Unascertainable	Unascertainable
h. Others	Nil	Nil
vii. Estimated amounts of contracts remaining to be executed on Capital Account and not provided for	Nil	Nil

2.24 Operating Segments (Ind AS 108)

Operating segment is a component of an entity:

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

The company has only one business segment such as IT Product development & Software. Hence Segment reporting is not applicable.

2.25 Events After the Reporting Period (Ind AS 10)

Events after the reporting period are those events, favorable and unfavorable, that occur between the end of the reporting period and the date on which financial statements are approved by the Board of Directors in case of accompany, and, by the corresponding approving authority in case of any other entity for issue. Two types of events can be identified:

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

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

2.26 Construction Contracts (Ind AS 11)

Construction contract is a contract specifically negotiated for the construction of an asset or a combination of assets that are closely

interrelated or interdependent in terms of their design, technology, and function or their ultimate purpose or use.

The company is in the business of IT Product development & Software, hence Ind AS -11 Construction Contract is not applicable.

2.27 Income Taxes (Ind AS 12)

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

• Current Tax:

Current Tax Assets and Liabilities are measured at the amount expected to be recovered from or paid to the Income tax authorities, based on tax rates and laws that are enacted at the Balance Sheet date.

• Deferred Tax:

Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

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

New and Amended Standards

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

The amendments provide relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession

from a lessor is lease modification. A lessee that makes this election accounts for any change in lease payments resulting from COVID-19 related rent concession the same way it would account for the changes under Ind AS 116 if changes were not lease modifications. This Amendment had no impact on The Financial statements of the Company.

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

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

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

The amendments to Ind AS 109 Financial Instruments: Recognition and Measurements provide a number of reliefs, which apply to all hedging relationships that are directly affected by interest rate benchmark reform. A hedging relationship is affected if the reform gives raise to uncertainty about the timing and/or amount of benchmark -based cash flow of hedging items or hedging instrument. These amendments have no impact on The Financial statements of the company as it does not have any interest rate hedge relation.

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

UNIPRO TECHNOLOGIES LIMITED
CIN: L72300TG1985PLCO05618
FLAT NO 302B, 5TH FLOOR, MAHESHWARI CHAMBERS, SOMAJIGUDA, HYDERABAD, TG 500082 IN
Statement of Financial Position as at March 31, 2024

Particulars		Notes No.	As at Mar 31, 2024	As at Mar 31, 2023
I	ASSETS			
1	Non-current assets			
	(a) Property, plant and equipment	3	38,051	76,101
	(b) Right to use assets		-	-
	(c) Capital work in progress		-	1,79,78,225
	(d) Investment properties		-	-
	(e) Good will		-	-
	(f) Other Intangible Assets		-	-
	(g) Intangible Assets under Development		-	-
	(h) Biological Assets other than Bearer Plants		-	-
	(i) Financial assets			
	(i) Investments	4	8,31,584	8,31,584
	(ii) Trade receivables	5	-	-
	(iii) Loans	6	27,15,069	27,15,069
	(c) Deferred Tax Asset (Net)	7	-	-
	(f) Other non-current asset	8	8,31,398	8,31,398
	Total non-current assets (A)		44,16,102	2,24,32,379
2	Current assets			
	(a) Inventories	9	-	-
	(a) Financial assets			
	(i) Investments	4	-	-
	(ii) Trade receivables	5	3,21,17,543	3,21,17,543
	(iii) Cash and cash equivalents	10	14,459	14,459
	(iv) Bank Balances other than (iii) above	10.1	31,921	-
	(v) Loans	6	15,05,819	15,05,819
	(b) Current Tax Asset (Net)	7	-	-
	(c) Other current assets	11	1,44,052	1,44,052
	Total current assets (B)		3,38,13,794	3,37,81,873
	Non Current Assets Classified as Held for Sale (C)		-	-
	Total assets (A+B+C)		3,82,29,896	5,62,14,252
II	EQUITY AND LIABILITIES			
1	Equity			
	(a) Equity share capital	12	6,08,49,000	6,08,49,000
	(b) Other equity	13	(6,62,68,476)	(4,03,41,566)
	Total equity (A)		(84,19,476)	2,05,07,434
2	Liabilities			
(i)	Non-current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	14	88,39,948	80,05,771
	(ii) Trade Payables	15	-	-
	(b) Long term provisions	16	-	-
	(c) Deferred tax Liabilities(Net)	7	-	-
	Total non-current liabilities (B)		88,39,948	80,05,771
(ii)	Current liabilities			
	(a) Financial liabilities			
	(i) Borrowings	14	-	-
	(ii) Trade payables	15	1,93,05,960	1,93,05,960
	(b) Short term provisions	16	-	-
	(c) Other current liabilities	17	1,47,51,685	76,43,308
	(d) Current Tax liabilities (net)	7	7,51,779	7,51,779
	Total current liabilities (C)		3,48,09,424	2,77,01,047
	Total Liabilities (D=B+C)		4,36,49,372	3,57,06,818
	Total equity and liabilities (A+D)		3,82,29,896	5,62,14,252

The notes are an integral part of the financial statements
As per our Report of even date

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

V. RAVI & CO.
FRN: 006492S
Chartered Accountants

Ramesh Kumar D
Partner
Membership No. 217134
UDIN: 24217139BKMHN7346

Place: Hyderabad
Date: 18-08-2024

For and on behalf of the Board of Directors
UNIPRO TECHNOLOGIES LIMITED

A Reddy
APARNA REDDY DANDU
Whole-time Director
DIN No.03298728

Dandu Venakata Ramana Reddy
DANDU VENAKATA RAMANA REDDY
Director
DIN No. 02957136



UNIPRO TECHNOLOGIES LIMITED CIN: L72200TG1985PLC008618 FLAT NO.803B, 8TH FLOOR, MAHESHWARI CHAMBERS, SOMAJIGUDA, HYDERABAD, TG 500082 IN Statement of Profit and Loss and Other Comprehensive Income for the Year ended Mar 31, 2024				
		Notes No.	For the year ended March 31, 2024	For the year ended March 31, 2023
Continuing Operations				
I	Revenue from operations	18	-	-
II	Other Income	19	-	-
III	Net gain on de-recognition of financial assets at amortised cost	20	-	-
IV	Net gain on reclassification of financial assets	21	-	-
V	Total Income		-	-
VI Expenses				
	(a) Cost of material Consumed	22	-	-
	(b) Changes in stock of finished goods, work-in-progress and stock-in-trade	23	-	-
	(c) Employee benefits	24	2,10,000	2,10,000
	(d) Finance cost	25	18,075	5,000
	(e) Depreciation expense	26	38,051	76,103
	(f) Impairment expenses/losses		-	-
	(g) Net loss on de-recognition of financial assets at amortised cost		-	-
	(h) Net loss on reclassification of financial assets		-	-
	(i) Other expenses	27	2,56,60,783	8,71,500
	Total expenses (VI)		2,89,26,910	11,62,703
VII	Profit/(loss) before Share of profit/(loss) of associates / joint ventures, exceptional items and tax (V - VI)		(2,89,26,910)	(11,62,703)
VIII	Share of profit/(loss) of associates		-	-
	Share of profit/(loss) of joint ventures		-	-
IX	Profit/(Loss) before exceptional items and tax		(2,89,26,910)	(11,62,703)
X	Exceptional Items		-	-
XI	Profit before Tax		(2,89,26,910)	(11,62,703)
XII	Tax expense :		-	-
	a. Current tax		-	-
	b. Deferred tax		-	-
XIII	Profit/(loss) for the year from continuing operations (XI-XII)		(2,89,26,910)	(11,62,703)
Discontinued Operations				
XIV	Profit/(loss) from discontinued operations		-	-
XV	Tax Expense of discontinued operations		-	-
XVI	Profit/(loss) from discontinued operations (XIV + XV)		-	-
XVII	XVII Profit/(loss) for the year (XIII+XVI)		(2,89,26,910)	(11,62,703)
XVIII	Other comprehensive income(OCI)		-	-
	A (i) Items that will not be recycled to profit or loss		-	-
	B (i) Items that may be reclassified to profit or loss		-	-
	Total other comprehensive income (OCI)		-	-
XX	Total comprehensive income for the year (XVII+XIX)		(2,89,26,910)	(11,62,703)
Earnings per equity share (for Continuing Operations)				
XXI	(i) Basic		(4.26)	(0.19)
	(ii) Diluted		(4.26)	(0.19)
XXII	Earnings per equity share (for discontinued operation):		-	-
	(i) Basic		-	-
	(ii) Diluted		-	-
XXIII	Earnings per equity share (for Continued and discontinued operation):		-	-
	(i) Basic		(4.26)	(0.19)
	(ii) Diluted		(4.26)	(0.19)

The notes are an integral part of the financial statements

As per our Report of date 18-08-2024
 For V.Ravi & Co.,
 Firm Reg No. : 006492S
 Chartered Accountants

Ramesh Kumar D
 Partner
 Membership No. 217139
 UDIN: 24217139BKBMH7348

Place: Hyderabad
 Date : 18-08-2024



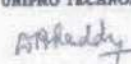




For and on behalf of the Board of Directors
UNIPRO TECHNOLOGIES LIMITED

Aparna Reddy
 APARNA REDDY DANDU
 Whole-time Director
 DIN No.03298728



Dandu Venakata Ramana Reddy
 DANDU VENAKATA RAMANA REDDY
 Director
 DIN No. 02957136

UNIPRO TECHNOLOGIES LIMITED CIN: L72200TG1985PLC005415 FLAT NO. 303B, 8TH FLOOR, MAHESHWARI CHAMBERS, BOMAJIGUDA, HYDERABAD, TG 500083 IN CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2024		
	As at Mar 31, 2024	As at Mar 31, 2023
A CASH FROM OPERATING ACTIVITIES		
(Loss)/Profit before tax and extraordinary items	(2,59,26,910)	(11,62,703)
Adjustment for:		
Income tax expense recognised in profit or loss	-	-
Reversal of impairment loss on trade receivables	38,051	76,103
Depreciation and amortisation of non-current assets	1,79,78,225	-
Impairment of non-current assets	-	-
Net foreign exchange (gain)/loss	-	-
Expense recognised in respect of equity-settled share-based payments	-	-
Expense recognised in respect of shares issued in exchange for goods/services	-	-
Amortisation of financial guarantee contracts	-	-
Operating Profit before Working Capital Change	(79,10,633)	(10,86,600)
Movement for Working Capital:		
Increase in trade and other receivables	-	-
(Increase)/decrease in amounts due from customers under construction contracts	-	-
(Increase)/decrease in inventories	-	-
(Increase)/decrease in other assets	8,34,177	-
(Increase)/Decrease in trade and other payables	-	-
Increase/(decrease) in amounts due to customers under construction contracts	-	-
Increase/(decrease) in provisions	-	-
(Decrease)/increase in deferred revenue	71,05,377	5,75,600
(Decrease)/increase in other liabilities	31,920	(4,10,000)
Cash generated from operations	-	-
- Income taxes paid	-	-
Net Cash flow before extraordinary items	-	-
- Extraordinary & Prior period items	-	-
NET CASH FROM OPERATING ACTIVITIES	31,920	(4,10,000)
B CASH FLOW FROM INVESTING ACTIVITIES:		
Payments to acquire financial assets	-	-
Proceeds on sale of financial assets	-	-
Net cash inflow on disposal of associate	-	-
NET CASH FROM INVESTING ACTIVITIES	-	-
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of equity instruments of the Company	-	-
Interest paid	-	-
Long Term Provisions	-	-
NET CASH FROM FINANCING ACTIVITIES	-	-
NET INCREASE IN CASH & CASH EQUIVALENTS	31,920	(4,10,000)
Cash and cash equivalents at the beginning of the year 1.04.2023	14,459	4,24,459
Effects of exchange rate changes on the balance of cash held in foreign currencies	-	-
Cash and cash equivalents at the end of the year as on 31.03.2024	46,380	14,459
Reconciliation of cash and cash equivalents as per the cash flow Statement		
Cash and cash equivalents (Note 10)	46,380	14,459
Balance as per statement of cash flows	46,380	14,459
The notes are an integral part of the financial statements		
As per our Report of even date		
Per V. Ravi & Co.,		
Firm Reg No. : 0059028		
Chartered Accountants		
 		
V. Ravi & Co. Chartered Accountants FRN: 006492S Place: Hyderabad Date: 18-08-2024		
For and on behalf of the Board of Directors UNIPRO TECHNOLOGIES LIMITED  APARNA REDDY DANDU Whole-time Director DIN No. 03298723  DANDU VENAKATA RAMANA REDDY Director DIN No. 02957136		
		

UNIPRO TECHNOLOGIES LIMITED
Statement of Changes in Equity
For the year ended 31 March 2024

a. Equity share capital

(Amount in Rs.)

	Amount
Balance as at the 31 March 2022	60,84,900
Changes in equity share capital during 2022-23	-
Balance as at the 31 March 2023	60,84,900
Changes in equity share capital during 2023-24	-
Balance as at the 31 March 2024	60,84,900

b. Other equity

(Amount in Rs.)

	Reserves and surplus		Items of Other comprehensive income (OCI)	Total
	Capital Reserve	Retained earnings	Others	
Balance at 31 March 2021	18,10,649	(4,04,16,224)	-	(3,86,05,875)
Total comprehensive income for the year ended 31 March 2022	-	(20,02,644)	-	(20,02,644)
Profit or loss	-	-	-	-
Other comprehensive income (net of tax)	-	(20,02,644)	-	(20,02,644)
Total comprehensive income	-	-	-	-
Transactions with owners in their capacity as owners	-	-	-	-
Balance at 31 March 2022	18,10,649	(4,24,18,868)	-	(4,06,08,219)
Total comprehensive income for the year ended 31 March 2023	-	(11,62,703)	-	(11,62,703)
Profit or loss	-	-	-	-
Other comprehensive income (net of tax)	-	(11,62,703)	-	(11,62,703)
Total comprehensive income	-	-	-	-
Transactions with owners in their capacity as owners	-	-	-	-
Balance at 31 March 2023	18,10,649	(4,35,81,570)	-	(4,17,70,921)
Total comprehensive income for the year ended 31 March 2024	-	(2,59,26,910)	-	(2,59,26,910)
Profit or loss	-	-	-	-
Other comprehensive income (net of tax)	-	(2,59,26,910)	-	(2,59,26,910)
Total comprehensive income	-	-	-	-
Transactions with owners in their capacity as owners	-	-	-	-
Balance at 31 March 2024	18,10,649	(6,95,08,480)	-	(6,76,97,831)

The notes are an integral part of the financial statements
As per our Report of even date

For V. Ravi & Co.
Firm Registration Number: 0054926
Chartered Accountants

Mamesh Kumar
Partner
Membership No. 244199
UDIN: 24217139BKBHMN7348

Place: Hyderabad
Date: 18-08-2024

For and on behalf of the Board of Directors
UNIPRO TECHNOLOGIES LIMITED

A. Reddy
APARNA REDDY DANDU
Whole-time Director
DIN No. 03298728

D. Venakata Ramana Reddy
DANDU VENAKATA RAMANA REDDY
Director
DIN No. 02957136



UNIPRO TECHNOLOGIES LIMITED
Note 3: Property, Plant Equipment

Amount Rs.

Particular	Computers	Total
Cost/Deemed Cost:		
As at March 2022	53,00,440	53,00,440
Additions	-	-
Deletions	-	-
As at March 2023	53,00,440	53,00,440
Additions	-	-
Deletions	-	-
As at March 2024	53,00,440	53,00,440
Depreciation/Impairment		
As at March 2022	51,48,235	51,48,235
Depreciation for the year	76,103	76,103
Disposals	-	-
Impairment	-	-
As at March 2023	52,24,338	52,24,338
Depreciation for the year	38,051	38,051
Disposals	-	-
Impairment	-	-
As at March 2024	52,62,389	52,62,389
Net Book Value		
As at March 2024	38,051	38,051
As at March 2023	76,103	76,103

UNIPRO TECHNOLOGIES LIMITED

Notes annexed to and forming part of the Financial Statements

Note 4 : Investments

S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
	Non Current		
1	Investments in quoted shares	-	-
2	investment in unquoted shares	-	-
	Investment in Equity Shares of Vijay Sea Foods Limited no of shares of Rs.- 10/- Paid up value of each of	8,31,584	8,31,584
3	Investment in Joint Ventures	-	-
4	Investment in Preference Shares	-	-
5	Investment in partnerships	-	-
	Total	8,31,584	8,31,584
	Current		
1	Investments in quoted shares	-	-
2	Investment in unquoted shares	-	-
3	Investment in Joint Ventures	-	-
4	Investment in Preference Shares	-	-
5	Investment in partnerships	-	-
	Total	-	-

Note 5: Trade Receivables

S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
	Non Current		
A	Secured and considered good:		
	-From Related party	-	-
	-From Others	-	-
B	Unsecured and considered good:		
	-From Related party	-	-
	-From Others	-	-
C	Doubtful:		
	-From Related party	-	-
	-From Others	-	-
	Less: allowance for doubtful debts	-	-
	Total	-	-
	Current:		
A	Secured and considered good:		
	-From Related party	-	-
	-From Others	-	-
B	Unsecured and considered good:		
	-From Related party	-	-
	-From Others	3,21,17,543	3,21,17,543
	(The amount is outstanding from the last two financial years and the management is certifying the amounts are good)		
C	Doubtful:		
	-From Related party	-	-
	-From Others	-	-
	Less: allowance for doubtful debts	-	-
	Total	3,21,17,543	3,21,17,543

UNIPRO TECHNOLOGIES LIMITED

Note 6: Loans

S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
	Non Current:		
A	Loans :		
1	To related parties	26,65,100	25,58,000
2	To other body corporate		
3	To employees		
4	Rental Advance		1,07,100
5	Security Deposits	49,969	49,969
6	Less: allowances for Doubtfull loans		
	Total Loans	27,15,069	27,15,069
	Notes:		
1	Unsecured Considered good		
	Rental Advance		1,07,100
	To related parties	26,65,100	25,58,000
	Security Deposit	49,969	49,969
2	Considered Doubt full, Provided:		
3	To related parties	-	-
4	To other boady corporate	-	-
5	To employees	-	-
	Total	27,15,069	27,15,069
	Current:		
A	Loans :		
1	To related parties	-	-
2	To other body corporate	-	-
3	others :Advances to Suppliers	15,05,819	15,05,819
4	To employees	-	-
5	Security Deposits:	-	-
6	Less: allowances for Doubtfull loans	-	-
	Total	15,05,819	15,05,819
	Notes:		
1	Considered good		
	Advances to supplier not changed from last three financial years as pe the mungement information the amount is good and can be recoverable	15,05,819	15,05,819
2	Considered Doubt full, Provided:	-	-
3	To related parties	-	-
4	to other boady corporate	-	-
5	to employees	-	-

Note 7: Income Taxes

S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
	a). Current Tax liability		
	Opening Balance	7,51,779	7,51,779
	Add: Current tax payable for the year	-	-
	Less: Taxes Paid	-	-
	Closing balances	7,51,779	7,51,779
	b). Current Tax Asset		
	Opening Balance	-	-
	Add: Taxes paid/TDS Receivable	-	-
	Less: Current tax payable for the year	-	-
	Closing Balance	-	-
	c). Differed Tax Asset		
	Differed tax Asset - (A)	-	-
	Provision for Emplpyees	-	-
	Waranty Provisions	-	-
	Loss allowance on financial and Contract Assets	-	-
	Others	-	-
	Sub Total (A)	-	-
	Differred tax Liabilty- (B)		
	on Written down value of fixed assets	-	-
	Others	-	-
	Sub Total (B)	-	-
	Total (A-B)	-	-

UNIPRO TECHNOLOGIES LIMITED			
Note 8: Other Non Current Assets			
S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
A	Other Non-Current Assets		
	Capital Advances	-	-
	Advances other than capital advances	-	-
	Security Deposits:		
	Government Authorities - Electricity Dept	-	-
	— Advances to Related Parties	-	-
	— Other Advances	-	-
	Pre operative Expenses	8,31,398	8,31,398
	Total of Other Non-current Assets	8,31,398	8,31,398
Foot Note: on Preoperative expenses			
S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
	Notes: Pre-operative Expenses	8,31,398	-
	Listing Expenses	8,31,398	-
	Less: Written off During the Year	-	-
	Net Amount	8,31,398	-
Note 9: Inventories			
	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
1	Raw Material	-	-
2	Packing Material	-	-
3	Work In Process	-	-
4	Finished Goods	-	-
5	Consumables & Stores and Spares	-	-
6	Property under Development	-	-
	Total Inventories	-	-
Notes 9: Disclosure of Inventories pledged as security for liabilities as follows			
S.No		As at Mar 31, 2024	Carrying Amount Rs.
A	As at 31st March 2022	-	-
a	Raw Material	-	-
b	Work In Process	-	-
c	Finished Goods	-	-
B	As at 31st March 2021	-	-
a	Raw Material	-	-
b	Work In Process	-	-
c	Finished Goods	-	-
	Total Inventories	-	-
Note 10: Cash and Cash Equivalents			
S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
1	Cash and Cash Equivalents (Note 10.1)	14,459	14,459
2	Bank Balances other than Cash and Cash Equivalents	31,921	-
	Total Cash and Cash Equivalents	46,380	14,459
Notes:-			
1. In the Balance sheet Cash comprises cash and demand deposits.			
2. Cash equivalents are held for the purpose of short term cash commitments rather than for investment or other purpose			
Note 10.1: Cash and Cash Equivalents			
S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
	Bank and Cash Balances		
	On Current Accounts:		
1	Balance in Banks	31,921	-
	Fixed Deposits with maturity less than 3 months	-	-
2	Cheques/drafts on hand	-	-
3	Cash on hand	14,459	14,459
	Total Cash and Cash Equivalents	46,380	14,459

UNIPRO TECHNOLOGIES LIMITED
Note 11: Other Current Assets

S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
	Other Current Assets		
1	Capital Advances:	-	-
	Advances to Plant and Machinery	-	-
2	Advances other than capital advances:		
	MAT Credit Entitlement	1,44,052	1,44,052
3	Security Deposits	-	-
4	Advances to Related Parties	-	-
5	Other Advances:		
	GST Input	-	-
	Interest Receivable	-	-
	Total of Other current Assets	1,44,052	1,44,052

Note 14: Borrowings

S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
	Non-Current:		
1	Bonds	-	-
2	Debentures(Secured)	-	-
3	Term loans:		
i	Secured	-	-
ii	Unsecured	-	-
iii	From banks	-	-
iv	Working Capital	-	-
v	Deferred payment liabilities	-	-
vi	Other Loans	-	-
vii	-Finance lease obligations	-	-
viii	- Preference shares	-	-
ix	Interest-free sales Tax deferral loan from state Govt.	-	-
4	Unsecured Loans		
i	Unsecured Loans from Directors & relatives Payment terms : payable on demand after considering Liquidity of the Company Loans from Individuals other than	88,39,948	80,05,771
ii	Banks	-	-
	Total	88,39,948	80,05,771
	Current:		
1	Bonds	-	-
2	Debentures(Secured)	-	-
3	Term loans:		
i	Secured	-	-
ii	Unsecured	-	-
iii	From banks	-	-
iv	Working Capital	-	-
v	Deferred payment liabilities	-	-
vi	Other Loans	-	-
vii	-Finance lease obligations	-	-
viii	- Preference shares	-	-
ix	Interest-free sales Tax deferral loan from state Govt.	-	-
4	Unsecured Loans		
i	Loans from Individuals other than Banks	-	-
	Total	-	-

UNIPRO TECHNOLOGIES LIMITED

Notes annexed to and forming part of the Financial Statements

Note 12: Equity share capital

(Amt. in Rs.)

a. Equity share capital

	As at Mar 31, 2024		As at Mar 31, 2023	
	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Authorised				
Equity shares of Rs. 10 each	70,00,000	7,00,00,000	70,00,000	7,00,00,000
Issued				
Equity shares of Rs. 10 each	60,84,900	6,08,49,000	60,84,900	6,08,49,000
Subscribed and Paid-up				
Equity shares of Rs. 10 each fully paid-up	60,84,900	6,08,49,000	60,84,900	6,08,49,000
Total	60,84,900	6,08,49,000	60,84,900	6,08,49,000

b. Reconciliation of the number of equity shares outstanding and the amount of share capital

	As at Mar 31, 2024		As at Mar 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares				
Issued and Subscribed:				
Shares outstanding at the beginning of the year	60,84,900	6,08,49,000	60,84,900	6,08,49,000
Add: Issued During the year for cash	-	-	-	-
Add: Shares issued at ESOP trust	-	-	-	-
Shares outstanding at the end of the year	60,84,900	6,08,49,000	60,84,900	6,08,49,000

c. Terms / rights attached to equity Shares

The company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholdings.

d. Shares reserved for issue underwriter options
e. Detail of Rights Issues
f. details of shares held by Holding/Ultimate Holding Company
g. Details of shares issued for consideration other than cash
h. Shares in the company held by each shareholder holding more than 5 percent

Name of the Shareholder	As at Mar 31, 2024		As at Mar 31, 2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
VENKATA RAMANAREDDY DANDU	9,00,000	14.79%	9,00,000	14.79%

*Includes 10 Equity shares of Rs. 10 each fully paid up held by nominee.

i. Dividend Declaration Details

(Amt. in Rs.)

Particulars	As at Mar 31, 2024	As at Mar 31, 2023
	Cash Dividend Declared for the Year 31 March 2019	-
Dividend Distribution Tax on final Dividend	-	-
Interim Dividend for the year ended on 31 March 2024	-	-
Total	-	-
Proposed Dividend on Equity Shares	-	-
Final Dividend for the year ended 31 March 2024	-	-
Distribution Tax on Proposed Dividend	-	-
Total	-	-

Note 13: Other equity

(A)	As at Mar 31,2024	As at Mar 31,2023
Capital Reserve:		
Balance at the beginning of the year	18,10,649	18,10,649
Add: Addition During the Year	-	-
Balance at the end of the year	18,10,649	18,10,649
Securities Premium:		
Balance at the beginning of the year	-	-
Add: Securities Premium on shares issued during the year	-	-
Balance at the end of the year		
Retained earnings		
Balance at the beginning of the year	(4,35,81,570)	(4,24,18,868)
Add: Addition During the Year	(2,59,26,910)	(11,62,703)
Balance at the end of the year	(6,95,08,480)	(4,35,81,570)
Total other Equity	(6,76,97,831)	(4,17,70,921)

Note 13(B) Other Reserves

	As at Mar 31,2024	As at Mar 31,2023
Debentures Redemption Reserves:		
Balance at the beginning of the year	-	-
Add: Addition during the Year	-	-
Balance at the end of the year		
Capital Redemption Reserves:		
Balance at the beginning of the year	-	-
Add: Addition during the Year	-	-
Balance at the end of the year		
Government Grant:		
Balance at the beginning of the year	14,29,355	14,29,355
Add: Addition during the Year	-	-
Balance at the end of the year	14,29,355	14,29,355
Total Other Reserves	(6,62,68,476)	(4,03,41,566)

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Note 15: Trade Payables

S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
	Non Current:		
A	Trade payables		
	Dues to Micro, Small and Medium Enterprises	-	-
	Dues to other than Micro, Small and Medium Enterprises	-	-
	Sub Total	-	-
B	Trade payables		
	Dues to Micro, Small and Medium Enterprises	-	-
	Dues to other than Micro, Small and Medium Enterprises	-	-
	Total	-	-
	Current:		
A	Trade payables		
	Dues to Micro, Small and Medium Enterprises	-	-
	Dues to other than Micro, Small and Medium Enterprises	1,93,05,960	1,93,05,960
	Sub Total	1,93,05,960	1,93,05,960
B	Trade payables		
	Dues to Micro, Small and Medium Enterprises	-	-
	Dues to other than Micro, Small and Medium Enterprises	-	-
	Total	1,93,05,960	1,93,05,960

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

S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
	Principal amount remaining unpaid to any supplier as at the end of the year.	1,93,05,960	1,93,05,960
	Amount of interest due remaining unpaid to any supplier as at the end of the year	-	-
	Amount of interest paid under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year.	-	-
	Amount of interest due and payable for the period of delay in making payment (where the principal has been paid but interest under the MSMED Act, 2006 not paid)	-	-
	Amount of interest accrued and remaining unpaid at the end of year.	-	-
	Amount of further interest remaining due and payable even in the succeeding year	-	-

Note 16: Provisions

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

UNIPRO TECHNOLOGIES LIMITED			
Note 17 : Other current Liabilities			
S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023
	a).Revenue Received in Advance Advances From customers	39,93,823	-
	b).Other Payables:		
	Statutory Dues Payable	-	-
	Provident fund payable	-	-
	ESI contribution payable	-	-
	Interest Payable on statutory dues	-	-
	TDS payable	67,955	-
	BSE Penalties Payable	52,45,580	-
	CDSL Penalties Payable	97,815	-
	NSDL Penalty Payable	2,20,715	-
	Venture Capital Share Transfer Expense Payable	2,86,893	-
	c). Other payables		
	Employee Benefits Payable	-	4,59,950
	Salaries and Wages payable	-	-
	Marketing Salaries - Field Staff Payable	-	-
	Directors Remuneration Payable	5,95,000	6,75,000
	Other Expenses Payable	41,25,903	61,36,358
	Audit fee payable	1,18,000	3,72,000
	Total	1,47,51,685	76,43,308
Note 18: Revenue from operations			
	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A	Revenue from contracts with customers disaggregated based on nature of product or services		
	Revenue from Sale of Products		
	a). Sale of Manufactured Goods	-	-
	b). Stock in Trade	-	-
	Net Revenue	-	-
	Revenue from Sale Service		
	a). Software services	-	-
	b). Other Services	-	-
	Sub total	-	-
	Other Operating Revenues		
a). Export Incentives	-	-	
b). Royalty Received	-	-	
From subsidiaries and associates	-	-	
From others	-	-	
c). Scrap Sale	-	-	
d). Others	-	-	
Sub total	-	-	
	Total Revenue from Operations	-	-
B	Disaggregated revenue information		
	Revenue from contracts with customers disaggregated based on geography		
	a). Domestic	-	-
	b).Export	-	-
		-	-
	C]Reconciliation of Gross Revenue from Contracts With Customers		
	Gross Revenue	-	-
	Less: Discount	-	-
	Less: Returns	-	-
	Less: Price Concession	-	-
Less: Incentives and performance bonus	-	-	
Less: Goods and Service Tax	-	-	
Net Revenue recognised from Contracts with Customers	-	-	

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Note 19: Other Income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest income		
a). Financial assets mandatorily measured at fair value through profit or loss	-	-
b). Interest income on financial assets fair valued through other comprehensive income	-	-
-Non Convertible debentures	-	-
c). Financial assets carried at amortised cost	-	-
Tax free bonds and government bonds	-	-
Deposits with banks and others	-	-
Sub total (i)	-	-
Dividend Income		
a). Investments mandatorily measured at fair value through profit or loss	-	-
b). Equity investment designated at fair value through other comprehensive income	-	-
Sub total (ii)	-	-
Unwinding of discount on security deposits(iii)	-	-
Government grants (iv)	-	-
Rental income on Investment Properties (v)	-	-
Total(i+ii+iii+iv+v)	-	-

Note 20: Net gain on de-recognition of financial assets at amortised cost

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit on sale of land and buildings	-	-
Written off of liability	-	-
Total Gain	-	-

Note 21: Net gain on reclassification of financial assets

Deposits with banks and others	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit on sale of land and buildings	-	-
Written off of liability	-	-
Total Gain	-	-

Note 22 Cost of Material Consumed

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Raw Material Consumed		
Raw materials at the beginning of the year	-	-
Add: Purchases During the year	-	-
Less: Raw materials at the end of the year	-	-
Total cost of raw material consumed	-	-
B). Packing Material		
Packing materials at the beginning of the year	-	-
Add : Purchases During the year	-	-
Less: Packing materials at the end of the year	-	-
Total cost of packing materials consumed (B)	-	-
Total cost of Materials consumed (B)	-	-

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Note 23 Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Balance	-	-
Finished Goods	-	-
Work in Progress	-	-
Stock in Trade (Including Goods in Transit)	-	-
Spares and Consumables	-	-
Total Opening Balances	-	-
Closing Balance	-	-
Finished Goods	-	-
Work in Progress	-	-
Stock in Trade (Including Goods in Transit)	-	-
Spares and Consumables	-	-
Total Closing Balance	-	-
Total Changes in inventories of finished goods, work-in-progress and stock-in-trade	-	-

Note 24 Employee Benefits

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, Wages, Bonus etc.	2,10,000	2,10,000
Contribution to P.F, E.S.I and Other Statutory Funds	-	-
Employee share based payment expenses	-	-
Gratuity	-	-
Leave compensation	-	-
Post-employment pension benefits	-	-
Post-employment medical benefits	-	-
Staff welfare expenses	-	-
Total Employee benefits	2,10,000	2,10,000

Note 25 Finance Cost

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest and finance charges on financial liabilities carried at amortised cost		
a). Interest on Bank Borrowings		
b). Interest on Bill Discounting		
c). Other Interest Expenses(Bank Charges)	18,075	5,000
Less: Amount Capitalised		
Total Interest on financial liabilities carried at amortised cost	18,075	5,000
Intest on Trade payables (as per MSME Act)		
Interest on delayed payment of statutory dues		
Unwinding of discount on provision		
Exchange difference regarded as adjustment to borrowing costs		
Dividend on redeemable preference shares (including dividend distribution tax)		
Total Finance Cost		

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Note 26 Depreciation and Amortisation Expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation on plant, property and equipment	38,051	76,103
Depreciation on Investment properties	-	-
Amortisation on Intangible assets	-	-
Total depreciation and Amortisation expenses	38,051	76,103

Note 27 : Other expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Audit Fees	1,00,000	1,00,000
Assets written off	1,79,78,225	-
Office Rent	1,80,000	1,80,000
Expense reimbursements	3,00,000	3,00,000
Bank Charges	-	-
Travelling & Conveyance Expenses	9,000	-
Custodian Fee	-	-
Printing & Stationery	-	-
Electricity charges	12,000	12,000
Professional & Consultancy Charges	1,41,600	1,41,600
General Expenses	1,20,000	1,20,000
Office Maintenance	18,000	18,000
Miscellaneous Expenses	-	-
BSE Penalty	56,58,580	-
TDS	67,955	-
CDSL Penalty	97,815	-
Legal Expenses	4,70,000	-
NSDL Penalty	2,20,715	-
Venture Capital Share Transfer Agent Expenses	2,86,893	-
Total	2,56,60,783	8,71,600

Note 27.1: Payment to Auditors

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
As An Auditor		
- Audit Fees	1,44,052	1,00,000
- Tax Audit	-	-
- Limited Review	-	-
In Other Capacity		
- Taxation Matters	-	-
- Company Law matters	-	-
- Certification matters	-	-
- Reimbursement of Expenses	-	-
Total Payment to Auditor	1,44,052	1,00,000

Note 27.2 Corporate Social Responsibility(CSR) Not Applicable to this period

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Amount required to be spent as per Section 135 of the Companies Act, 2013	-	-
Amount spent during the year	-	-
	-	-

UNIPRO TECHNOLOGIES LIMITED

NOTES TO ACCOUNTS

28. Related Party Disclosures (Ind AS 24):

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

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

Name	Relationship
Subsidiary companies	
	NIL
Key Management Personnel	
Pattamadai Lakshmana Iyer Varadarajan	Director
Dandu Venkata Ramana Reddy	Managing Director
Kankanam Ramgopal Reddy	Director
Somshekar Shreeramula	Director
Aparna Reddy Dandu	CFO/Whole-time Director
Mallikarjun Reddy Barenkabavi	Additional Director

b) Related party transactions:

1) Unsecured Loans

Dandu Venkata Ramana Reddy Managing Director	As on 31st March 2024	As on 31st March 2023
Loans & Advances		
Opening Balance Receivable/Payable	29,82,150	29,82,150
Advance given	-	-
Advance Taken	3,17,050	-
Cl. Balance receivable / (payable)	26,65,100	29,82,150

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

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

30. Investments in Associates (Ind AS 28):

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

31. Interest in Joint Ventures (Ind AS 31)

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

32. Earnings Per Share (Ind AS 33):

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

Basic Earnings Per Share (continued operations)

Particulars	(Amt. in Rs.)	
	Year ended March 31, 2024	Year ended March 31, 2023
Nominal Value of Equity Shares (Rupees per Share fully paid-up)	10	10
Profit after Tax (in Rs.) - (A)	(2,59,26,910)	(11,62,703)
Weighted average number of Equity shares outstanding during the year - (B)	60,84,900	60,84,900
Earnings Per Share (in Rs.) - Basic = (A/B)	(4.26)	(0.19)

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

Diluted Earnings Per Share (Continued operations)

Particulars	(Amt. in Rs.)	
	Year ended March 31, 2024	Year ended March 31, 2023
Nominal Value of Equity Shares (Rupees per Share fully paid-up)	10	10

Profit after Tax (in Rs.) (A)	(2,59,26,910)	(11,62,703)
Number of Equity shares outstanding during the year (B)	60,84,900	60,84,900
Weighted average number of Equity shares outstanding during the year (C)	60,84,900	60,84,900
Dilutive Equity shares (D)	Nil	Nil
Earnings Per Share (in Rs.) - Diluted = A/(C+D)	(4.26)	(0.19)

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

- There are no outstanding derivative contracts as at March 31, 2024, and March 31, 2023.
- Particulars of Un-hedged foreign currency exposure is Nil.

34. Confirmation of Balances:

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

35. Net Current Assets:

S.no	Particulars	As at 31 st March 2024	As at 31 st March 2023
A	Current Assets:		
1	Inventories	-	-
2	Trade Receivables	3,21,17,543	3,21,17,543
3	Cash and Cash equivalent	46,380	14,459
4	Loans	15,05,819	15,05,819
5	Current Tax Asset (Net)	-	-
6	Other Current Asset	1,44,052	1,44,052
	Total Current Assets	3,38,13,794	3,37,81,873
B	Current Liabilities:		
1	Trade Payables	1,93,05,960	1,93,05,960
2	Other Current Liabilities	1,47,51,685	76,43,308
3	Current Tax Liabilities (net)	7,51,779	7,51,779
	Total Current liabilities	3,48,09,424	2,77,01,047
C	Current Assets-Current Liabilities	(9,95,630)	60,80,826

36. Revenue from Operations:

S.n o	Particulars	As at 31 st March 2024	As at 31 st March 2023
1	Sale of goods:	-	-
	Sale of Manufactured Products	-	-
	Stock in trade	-	-
	Total	-	-
2	Revenue from Supply of Service	-	-
3	Other Operating Revenues	-	-

37. Revenue Reconciliation:

S.no	Particulars	As at 31 st March 2024	As at 31 st March 2023
1	Sale of Products ⁷	-	-
	Domestic	-	-
	Exports	-	-
	Gross Revenue	-	-
	Less: Discount	-	-
	Less: Returns	-	-
	Less: price Concession	-	-
	Less Incentives and Performance bonus	-	-
	Less: Goods and service Tax	-	-
	Net Revenues recognized from contracts with customers	-	-

38. Other Income:

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

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

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

40. Auditors' Remuneration:

Particulars	March 31, 2024	March 31, 2023

Fees towards		
Statutory Audit	1,00,000	1,00,000

*The fee is exclusive of GST

41. Dues to Micro Small and Medium Enterprises:

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

SL	Description	March 31 st , 2024	March 31 st , 2023
1	Principal amount due to suppliers under MSMED	NIL	NIL
2	Interest accrued and due to suppliers covered under MSMED on the above amount, unpaid	NIL	NIL
3	Payment made to suppliers (with Interest) beyond the appointed day during the year.	NIL	NIL
4	Payment made to suppliers (other than interest) beyond the appointed day during the previous year	NIL	NIL
5	Interest paid to suppliers covered under MSMED	NIL	NIL
6	Interest due & Payable to suppliers covered under MSMED Act., towards payments already made.	NIL	NIL

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

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

42. Financial Risk Management

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

43. Credit Risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in financial loss to the company. The company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The company makes an allowance for doubtful debts/advances using the expected credit loss model.

44. Liquidity risk

Liquidity risk refers to the risk that the company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company's exposure to liquidity risk is minimal as the promoters of the company are infusing the funds based on the requirements.

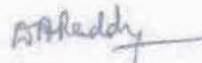
45. Amounts have been rounded off to nearest Rupee.

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


Ramesh Kumar
Partner
Membership No. 217139
UDIN:24217139BKBMHN7348

Place: Hyderabad
Date: 18-08-2024

For and on behalf of the Board
Unipro Technologies Limited



Aparna Reddy
Dandu
Director
DIN No.03298728



Dandu Venkata Ramana
Reddy
Director
DIN: 02957136

