

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai 400 001.

Date: 08.08.2025

Dear Sir/ Madam,

**Sub: Submission of Annual Report for the FY 2024-25**

**Unit: Unipro Technologies Limited (BSE Scrip Code: 540189)**

In compliance of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) 2015, we are herewith submitting Annual Report of the Company.

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

Yours faithfully  
For Unipro Technologies Limited



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

**UNIPRO TECHNOLOGIES LIMITED**  
**40TH ANNUAL REPORT**  
**2024-2025**

## Corporate Information

### **Board of directors:**

Mr. D. V. Ramana Reddy	Managing Director
Mr. K. Ramgopal Reddy	Independent Director
Mr. S Sreeramula	Independent Director
Mr. B Mallikarjun Reddy	Independent Director
Mr. Eppalapalli Ramesh	Independent Director
Ms. D. Aparna Reddy	Whole Time Director & CFO
Mr. P S Vijayender Goud	Independent Director
Mr. Pudvi Raj Thandakamalla	Whole Time Director
Mr. Sandra Sudheer Kumar	Independent Director

### **Registered office:**

2-1-8/4/1 & 2- 1-8/4, Saraswathi Colony,  
Uppal, Hyderabad,  
500082, Telangana, India.  
Email: [info@uniprolimited.com](mailto:info@uniprolimited.com)  
Website: [www.uniprolimited.com](http://www.uniprolimited.com)

### **Corporate Identity Number**

L72200TG1985PLC005615

### **Statutory Auditors:**

M/s. M M Reddy & Co.,  
Chartered Accountants,  
MM R Lion Corp, 4<sup>th</sup> Floor,  
HSR Eden, Road No. 2 Banjara Hills,  
Hyderabad, Telangana, India.

### **Bankers:**

Axis Bank,  
Jubilee Hills,  
Hyderabad.

**Audit Committee:**

Mr. P. S Vijayender Goud - Chairman  
Mr. Eppalapalli Ramesh - Member  
Mr. Sandra Sudheer Kumar - Member

**Nomination & Remuneration Committee:**

Mr. P. S Vijayender Goud - Chairman  
Mr. Eppalapalli Ramesh - Member  
Mr. Sandra Sudheer Kumar - Member

**Stakeholders Relationship Committee**

Mr. P. S Vijayender Goud - Chairman  
Mr. Eppalapalli Ramesh - Member  
Mr. Sandra Sudheer Kumar - Member

**Registrar & Share Transfer Agents**

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

**Listed At** : BSE Limited

**Isin** : INE448F01012

**Website** : [www.uniprolimited.com](http://www.uniprolimited.com)

**Investor E-Mail Id** : [info@uniprolimited.com](mailto:info@uniprolimited.com),  
[uniproltd@hotmail.com](mailto:uniproltd@hotmail.com)

## **NOTICE**

Notice is hereby given that the 40<sup>th</sup> Annual General Meeting of the Member of M/s. Unipro Technologies Limited will be held on Saturday, 30<sup>th</sup> day of August, 2025 at 11:30 A.M. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

### **Ordinary business:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2025, 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 Mr. D. V. Ramana Reddy (DIN: 02957936) who retires by rotation and being eligible offers himself for reappointment.

### **Special business:**

3. **Appointment of M/s. Chakravarthy & Associates, Company Secretary's as Secretarial Auditor of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or reenactment(s) thereof for the time being in force and based on the recommendation of the Audit Committee and the Board of Directors, the consent of the Members be and is hereby accorded for the appointment of M/s. Chakravarthy & Associates, Practicing Company Secretaries, Hyderabad (Firm Unique Code: S2020TL757200 & Peer Review Certificate No. 6621/2025) as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years, from financial year 2025-26 to financial year 2029-30, at such remuneration (plus applicable taxes and out of pocket expenses at actuals) and on such terms and conditions as may be agreed between the Company and the Secretarial Auditors."

**"RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **Appointment of Mr. P S Vijayender Goud (DIN: 10715139) as an Independent Director of the Company:**

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("Rules"), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, as amended from time to time, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as "the Board," which term shall be deemed to include any Committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), Mr. P S Vijayender Goud (DIN: 10715139), who was appointed as an Additional Director of the Company in the Independent category at the Board meeting held on 18.07.2025 and who holds office up to the date of the ensuing Annual General Meeting or within three months from the date of his appointment, whichever is earlier, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of five (5) years with effect from 18.07.2025 to 17.07.2030, and who shall not be liable to retire by rotation.

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

5. **Appointment of Mr. Eppalapalli Ramesh (DIN: 07470529) as an Independent Director of the Company:**

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("Rules"), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI

Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, as amended from time to time, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as “the Board,” which term shall be deemed to include any Committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), Mr. Eppalapalli Ramesh (DIN: 07470529), who was appointed as an Additional Director of the Company in the Independent category at the Board meeting held on 18.07.2025 and who holds office up to the date of the ensuing Annual General Meeting or within three months from the date of his appointment, whichever is earlier, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of five (5) years with effect from 18.07.2025 to 17.07.2030, and who shall not be liable to retire by rotation.

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

6. **Appointment of Mr. Sandra Sudheer Kumar (DIN: 09660439) as an Independent Director of the Company:**

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“Rules”), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, as amended from time to time, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as “the Board,” which term shall be deemed to include any Committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), Mr. Sandra Sudheer Kumar (DIN: 09660439), who was appointed as an Additional Director of the Company in the Independent category at the Board meeting held on 18.07.2025 and who holds office up to the date of the ensuing Annual General Meeting or within three months from the date of his appointment, whichever is earlier, and who has

submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of five (5) years with effect from 18.07.2025 to 17.07.2030, and who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary 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.”

7. **Appointment of Mr. Pudvi Raj Thandakamalla (DIN:11194043) as Whole Time Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (Act) and relevant rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) or any statutory modification(s) or reenactment(s) thereof, the Articles of Association of the Company and pursuant to the recommendation and approval respectively of the Nomination and Remuneration Committee and the Board of Directors of the Company (the “Board”), consent of the Shareholders of the Company be and is hereby accorded to the appointment of Mr. Pudvi Raj Thandakamalla (DIN:11194043), as Whole Time Director of the Company for a term of three (3) consecutive years, effective from July 18, 2025, on terms and conditions of appointment and remuneration as set out in the Explanatory Statement annexed hereto, which shall be deemed to form part hereof, with liberty to the Board to vary the terms and conditions of the said appointment including remuneration, as may be mutually agreed with Mr. Pudvi Raj Thandakamalla from time to time, without being required to seek further approval of the members of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** approval of the Company be and is hereby accorded to the payment of remuneration as set out in the Explanatory Statement annexed hereto or such other remuneration as may be mutually agreed in the manner as set out above, as minimum remuneration for a period not exceeding three (3) years or such other period as may be statutorily permitted, in the event of inadequacy or absence of profits as contemplated under Section 197 and all other applicable provisions of the Act read with Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorised to do all such acts, deeds, matters, things and take all such steps as maybe necessary, proper or expedient to give effect to this Resolution.”

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

Date: 18.07.2025  
Place: Hyderabad

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

**Notes:**

1. In view of the continuing Covid-19 pandemic and consequential restrictions imposed on the movements of people, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, Circular No. 03/2022 dated 05.05.2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, circular no. SEBI/ HO/ CFD/ PoD-2/P/ CIR/ 2023/ 4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024. Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the MCA Circulars granted certain relaxations and thus permitted the holding of Annual General Meeting ("AGM") of the companies through VC/OAVM viz. without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA / SEBI Circulars, as applicable, the AGM of the Company is being held through VC / OAVM (e-AGM).
2. The Deemed Venue of the 40th AGM of the Company shall be its Registered Office.
3. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility for/during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes.
4. Since the AGM will be held through VC, the Route Map is not annexed to this Notice. The registered office of the Company shall be deemed to be the venue for the AGM.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum of the AGM under Section 103 of the Act.
6. Compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the AGM along with the Annual Report (viz. Financial Statement) for Financial Year 2024-25 is being sent only through electronic mode

to those Members whose email addresses are registered with the Company/Depositories/R&T Agent. Members may note that the Notice and Annual Report for Financial Year 2024-25 will also be available on the Company's website [www.unipro ltd.com](http://www.unipro ltd.com) and website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of R&T Agent of the Company viz. Venture Capital & Corporate Investments Private Limited at [info@vccilindia.com](mailto:info@vccilindia.com)

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

7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. The facility of joining the e-AGM through VC / OAVM will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the e-AGM, and will be available for 1000 members on a first-come first-served basis. This rule would however not apply to participation in respect of large Shareholders (Shareholders holding 2% or more shares of the Company), Promoters, Institutional Investors, Auditors, Key Managerial Personnel and the Directors of the Company including Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 23.08.2025 to 30.08.2025 (both days inclusive) for the purpose of AGM.
10. Mr. Chakravarthy & Associates, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-Voting/e-Voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman, or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. The result will also be displayed on the website of the Company at [www.bseindia.com](http://www.bseindia.com), (where the Company is listed) and [www.evotingindia.com](http://www.evotingindia.com) (agency providing e-Voting facility).
11. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and

vote are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email at [chakravarthy.cs.phani03@gmail.com](mailto:chakravarthy.cs.phani03@gmail.com) and the same should also be uploaded on the VC portal / e-Voting portal of CDSL.

12. Members who have not yet registered their e-mail addresses are requested to register the same with their DP in case the shares are held by them in demat mode and with RTA in case the shares are held by them in physical mode.
13. To register e-mail address for all future correspondence and update the bank account details, please follow the below process:
  - a. Members holding shares in Demat mode can get their details registered/updated only by contacting their respective DP.
  - b. Members holding shares in physical mode may register their email address and mobile number with the RTA by sending an e-mail request to the email ID [online@vccipl.com](mailto:online@vccipl.com) along with signed scanned copy of the request letter providing the email address and mobile number, self-attested copy of Permanent Account Number Card ("PAN") and copy of a share certificate for registering their email address. Additional details like name and branch of Bank along with bank account type, bank account number, 9-digit MICR code, 11-digit IFSC code and scanned copy of cancelled cheque will be required for updating bank account details.
14. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in demat mode are, therefore, requested to submit their PAN to their DP. Members holding shares in physical mode are required to submit their PAN details to the RTA.
15. As per the provisions of Section 72 of the Companies Act, 2013 ("the Act"), the facility for submitting nomination is available for Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same with their DP in case the shares are held by them in demat mode, and to the RTA, in case the shares are held in physical mode.

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

**A. VOTING THROUGH ELECTRONIC MEANS**

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

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

- ii. The remote e-Voting period commences on Wednesday, the 27th day of August, 2025 (9.00 A.M. IST) and ends on Friday, the 29th day of August, 2025 (5.00 P.M. IST). During this period, Members holding shares either in physical mode or in demat mode, as on Saturday, the 23rd day of August, 2025 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. A person who is not a Member as on the Cut-off date should treat Notice of this Meeting for information purposes only.
- iii. The Members who have cast their vote by remote e-Voting prior to the AGM may attend/ participate in the AGM through VC but shall not be entitled to cast their vote again.
- iv. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e., 23.08.2025
- v. Any person or non-individual Shareholders (in physical mode/ demat mode) who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow the steps mentioned below.
- vi. **Login method for e-Voting and voting during the meeting for Individual Shareholders holding securities in demat mode.**

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b><u>CDSL</u></b>	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 <a href="https://web.cdslindia.com/">https://web.cdslindia.com/</a>

	<p><a href="http://myeasi/home/login">myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 &amp; voting during the meeting. Additionally, there are also links provided to access the system of all ESP i.e. CDSL/NSDL/KFin, 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 <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. CDSL where the e-Voting is in progress.</p>
<p>Individual Shareholders holding securities in Demat mode with <b><u>NSDL</u></b></p>	<p>a. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</p> <p>b. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</p> <p>c. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider- CDSL</p>

	<p>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 &amp; voting during the meeting.</p> <p>d. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>e. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a>. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>f. A new screen will open. You will have to enter your User ID (i.e. your 16 digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>g. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider- CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in Demat mode) login through their <b><u>Depository Participants</u></b></p>	<p>d. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>e. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>f. Click on Company name or e-Voting service provider name -CDSL and you will be redirected to e-Voting</p>

	website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at abovementioned website.

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**vii. Login method for e-Voting and voting during the meeting for Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode.**

- a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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	<b>For Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode.</b>
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 <b>OR</b> 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](http://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](mailto: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](mailto: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; chakravarthyys.phani03@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

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

- i. The procedure for attending AGM and e-Voting on the day of AGM is same as the instructions mentioned above for e-Voting.
- ii. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- iii. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM.
- iv. The link for VC to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
- v. Shareholders who have voted through remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- vi. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
- vii. Further Shareholders will be required to allow Camera (in case of speakers) and use Internet with a good speed to avoid any disturbance during the AGM.
- viii. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- ix. Members (holding shares as on Cut-off date) who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request, on or before 23.08.2025, from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at info@unipro ltd.com. Those Members who have registered

themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

- x. Only those Shareholders, who are present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- xi. If any Votes are cast by the Shareholders through the e-Voting available during the AGM and if the same Shareholders have not participated in the meeting through VC facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the Shareholders attending the AGM.

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

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

- 17. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act, shall be available for inspection during the AGM at e-Voting portal.
- 18. Statement pursuant to Section 102(1) of the Act, in respect of the Special Business to be transacted at the AGM along with details pursuant to SEBI Regulations and other applicable laws are annexed hereto. All documents referred to in the accompanying Notice and the Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to [info@unipro ltd.com](mailto:info@unipro ltd.com).
- 19. The term 'Members' or 'Shareholders' has been used to denote Shareholders of Unipro Technologies Limited.
- 20. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.unipro ltd.com](http://www.unipro ltd.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 of Directors  
Unipro Technologies Limited

Date: 18.07.2025  
Place: Hyderabad

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

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

**Item No: 03 Appointment of M/s. Chakravarthy & Associates, Practicing Company Secretary as Secretarial Auditor of the Company:**

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on July 18, 2025 have approved and recommended the appointment of M/s. Chakravarthy & Associates, Practicing Company Secretary (Firm Unique Code: S2020TL757200 & Peer Review Certificate No. 6621/2025) as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years to hold office from Financial Year 2025-26 to Financial Year 2029-30.

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

- a. background of the firm, their experience and competence in conducting secretarial audit of the Company; and
- b. ability of the firm to understand the business of the Company and identify compliance of major laws and regulations applicable to the Company
- c. the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

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

The Board recommends an ordinary resolution set out at item no. 3 of the accompanying notice for approval of Members

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

**Item No. 04: Appointment of Mr. P S Vijayender Goud (DIN: 10715139) as an Independent Director of the Company:**

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on July 18, 2025 appointed Mr. P S Vijayender Goud as an Additional Director who shall hold office up to the date of the ensuing Annual General Meeting or within three months from his appointment, whichever is earlier, pursuant to the provisions of Section 161 of the Act and rules made thereunder and the Articles of Association of the Company.

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

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

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

Accordingly, it is proposed to appoint Mr. P S Vijayender Goud as an Independent Director of the Company, who shall not be liable to retire by rotation.

The Board recommends a Special Resolution set out at item no. 4 of the accompanying notice for approval of Members

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

**Item No. 05: Appointment of Mr. Eppalapalli Ramesh (DIN: 07470529) as an Independent Director of the Company:**

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on July 18, 2025 appointed Mr. Eppalapalli Ramesh as an Additional Director who shall hold office up to the date of the ensuing Annual General Meeting or within three months from his appointment, whichever is earlier, pursuant to the provisions of Section 161 of the Act and rules made thereunder and the Articles of Association of the Company.

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

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

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

Accordingly, it is proposed to appoint Mr. Eppalapalli Ramesh as an Independent Director of the Company, who shall not be liable to retire by rotation.

The Board recommends a Special Resolution set out at item no. 5 of the accompanying notice for approval of Members

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

**Item No. 06: Appointment of Mr. Sandra Sudheer Kumar (DIN: 09660439) as an Independent Director of the Company:**

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on July 18, 2025 appointed Mr. Sandra Sudheer Kumar as an Additional Director who shall hold office up to the date of the ensuing Annual General Meeting or within three months from his appointment, whichever is earlier, pursuant to the provisions of Section 161 of the Act and rules made thereunder and the Articles of Association of the Company.

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

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

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

Accordingly, it is proposed to appoint Mr. Sandra Sudheer Kumar as an Independent Director of the Company, who shall not be liable to retire by rotation.

The Board recommends a Special Resolution set out at item no. 6 of the accompanying notice for approval of Members

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

**Item No. 07: Appointment of Mr. Pudvi Raj Thandakamalla (DIN: 11194043) as Whole-Time Director of the Company**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), read with the applicable rules made thereunder and the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company at its meeting held on July 18, 2025, appointed Mr. Pudvi Raj Thandakamalla (DIN: 11194043) as an Additional Director of the Company in the capacity of Whole-Time Director, for a period of 3 (three) years with effect from July 18, 2025 up to July 17, 2028, subject to the approval of the members of the Company at the ensuing General Meeting.

In accordance with Section 161(1) of the Act and the Articles of Association, Mr. Pudvi Raj Thandakamalla shall hold office as Additional Director up to the date of the ensuing Annual General Meeting or up to three months from the date of appointment, whichever is earlier. He is also proposed to be appointed as Whole-Time Director under Sections 196, 197, 198, 203 and Schedule V of the Act, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

The NRC and the Board, while recommending his appointment, have considered his skills, expertise and competencies in the context of the Company's business, as required under Regulation 17(1A), 17(6) and 36(3) of the SEBI LODR Regulations and Section 178 of the Act. Mr. Pudvi Raj Thandakamalla holds a BE/BTech degree in Computer Science and Engineering from Jawaharlal Nehru Technological University (JNTU), Hyderabad and has expertise in strategic leadership, project

planning and execution, and business development. The Board considers that his appointment will be beneficial to the Company, given his extensive experience and successful track record.

The Company has received from Mr. Pudvi Raj Thandakamalla:

- Consent to act as Director under Section 152(5) of the Act.
- Declaration of non-disqualification under Section 164(2) and Section 196(3) of the Act.
- Confirmation that he has not been debarred from holding office of director by SEBI, Ministry of Corporate Affairs or any other authority (in compliance with SEBI LODR Regulations).

He satisfies all the conditions set out under Part I of Schedule V to the Act for being eligible for appointment as a Whole-Time Director.

**Terms of Appointment and Remuneration:**

- **Tenure:** 3 (three) years from July 18, 2025 to July 17, 2028, with the liberty to either party to terminate the appointment by giving three months' written notice.
- **Remuneration:** Rs. 75,000/- (Rupees Seventy-Five Thousand only) per month, with entitlement to annual increments as per the policy of the Company, subject to statutory approvals as may be necessary.
- **Other Terms:**
  - Not entitled to sitting fees for attending meetings of the Board or any Committee.
  - Not liable to retire by rotation, in compliance with the proviso to Section 152(6) and Section 203 of the Act.
  - Other benefits and allowances in accordance with company policies, as and if approved by the Board/NRC.

Accordingly, it is proposed to appoint Mr. Pudvi Raj Thandakamalla as Whole-Time Director of the Company, who shall not be liable to retire by rotation.

The Board recommends the Special Resolution set out at item no. 7 of the accompanying notice for approval of the Members.

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

**Information in accordance with Schedule V of Companies Act, 2013**

**I. General information:**

1	Nature of Industry: Computers – IT Enabled Services		
2	Date or expected date of commencement of commercial: 1885		
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable		
4	Financial performance based on given indications		
	<b>Particulars</b>	<b>2024-25 (Rs. in lakhs)</b>	<b>2023-24 (Rs. in lakhs)</b>
	Turnover	--	--
	Net profit after Tax	1.91	(25.93)
			(20.03)
5	Foreign investments or collaborations, if any: <b>Not Applicable</b>		

**II. Information about the appointee:**

1.	<b>Background Details:</b> Mr. Pudvi Raj Thandakamalla holds a BE/BTech degree in Computer Science and Engineering from Jawaharlal Nehru Technological University (JNTU), Hyderabad and has expertise in strategic leadership, project planning and execution, and business development.
2.	<b>Past Remuneration:</b> Not Applicable
3.	<b>Recognition or awards:</b> Not Applicable
4.	<b>Job Profile and his suitability:</b> Keeping in mind the background details, past record and proficiency of Mr. Pudvi Raj Thandakamalla, the Board is of the view that he is the most suitable person for the job.
5.	<b>Remuneration proposed:</b> Rs. 75,000/- per month

6.	<b>Comparative remuneration profile with respect to industry, size of the Company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):</b> Taking into consideration of the size of the Company, the profile of Mr. Pudvi Raj Thandakamalla and the responsibilities shouldered on her, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7.	<b>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:</b> He is holding 60,000 Equity Shares of the Company.
8.	<b>Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years:</b> None

### III. Other information:

1.	<b>Reasons for inadequate profits:</b> The Company is in the mode of expansion of the business which generally requires spending lot of money upfront leading to minimal profits in the initial years. All this expenditure will result in to revenues over a period of next two to three years.
2.	<b>Steps taken or proposed to be taken for improvement:</b> Necessary efforts are being made to increase the clientele who in turn contribute for the growth of the business as well as the profitability. The company is planning to recruit new talent to meet the market demands of new technology solutions.
3.	<b>Expected increase in productivity and profit in measurable terms:</b> The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the Company will improve further in near future.

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

<b>Name of the Director</b>	Mr. P. S Vijayender Goud	Mr. Eppalapalli Ramesh
<b>DIN</b>	10715139	07470529
<b>Date of Birth</b>	10.08.1991	03.07.1976
<b>Date of first appointment on the Board</b>	18.07.2025	18.07.2025
<b>No. of Board Meetings Held/ Attended</b>	NA	NA
<b>Qualification(s)</b>	MBBS	B. Com

<b>Brief Qualification and Experience</b>	<b>Resume, and</b>	Mr. P S Vijayender Goud has Expertise in comprehensive symptom management, including pain, dyspnea, nausea, delirium, fatigue, cachexia and etc., Skilled in providing end-of-life care, ensuring comfort and dignity for terminally ill patients. P S Vijayender Goud holds an MBBS from Mediciti Institute of Medical Sciences, Medchal and MD-Community Medicine from Osmania Medical College, Hyderabad.	Mr. Eppalapalli Ramesh is currently a chairman of EditPointIndia and General Secretary of Advocate Association for Social Responsibility and Awareness. He is into Video edit and effects and related projects. Mr. Eppalapalli Ramesh holds B.Com Degree from Osmania University, Hyderabad.
<b>Expertise in specific functional area</b>		Medical and administration	Accounting and legal
<b>Terms and conditions of appointment/re-appointment</b>	<b>re-</b>	Terms and conditions of the reappointment of P. S Vijayender Goud are duly elaborated in the explanatory statement as annexed to this Notice	Terms and conditions of the reappointment of Mr. Eppalapalli Ramesh are duly elaborated in the explanatory statement as annexed to this Notice
<b>No. of Shares held in the Company</b>		NIL	NIL
<b>Remuneration drawn, if any</b>		NIL	NIL
<b>Relationships between Directors inter se</b>		None	None
<b>Name of the Listed entities in which the person also holds the directorship and the membership of the committees of the Board along with the Listed entities from which the person has resigned in the past three years*</b>		NIL	NIL
<b>Other Directorships, Membership/ Chairmanship of Committees of other Boards</b>		NIL	NIL

<b>Name of the Director</b>	<b>Mr. Sandra Sudheer Kumar</b>	<b>Mr. Pudvi Raj Thandakamalla</b>
<b>DIN</b>	09660439	11194043
<b>Date of Birth</b>	07.04.1989	30.06.1990
<b>Date of first appointment on the Board</b>	18.07.2025	18.07.2025
<b>No. of Board Meetings Held/ Attended</b>	NA	NA
<b>Qualification(s)</b>	MBA	BE/BTech
<b>Brief Resume, Qualification and Experience</b>	Mr. Sandra Sudheer Kumar is a Psychologist, Behavioral Skills Coach and Founder - SUPAR School. He has taken 2800+ sessions in 525+ Schools, Colleges (Engineering, MBA, Degree Etc.) & Corporate trainings in all over India and have given training to more than 7 lakh students & Professionals. He holds Master of Arts in Clinical Psychology from Amity University, India and MBA in HR form Vikrama Simhapuri University.	Mr. Pudvi Raj Thandakamalla has Expertise in Strategic Leadership & Management, Project Planning & Execution, Business Development & Growth. Pudvi Raj Thandakamalla holds an BE/BTech degree in Computer Science and engineering from Jawaharlal Nehru Technological University (JNTU), Hyderabad
<b>Expertise in specific functional area</b>	Business Development	Strategic Leadership & Management, Project Planning & Execution, Business Development
<b>Terms and conditions of appointment/ re-appointment</b>	Terms and conditions of the reappointment of Mr. Sandra Sudheer Kumar are duly elaborated in the explanatory statement as annexed to this Notice	Terms and conditions of the reappointment of Mr. Pudvi Raj Thandakamalla are duly elaborated in the explanatory statement as annexed to this Notice
<b>No. of Shares held in the Company</b>	Nil	60000
<b>Remuneration drawn, if any</b>	NA	Rs.75,000/- per month
<b>Relationships between Directors inter se</b>	None	None

<b>Name of the Listed entities in which the person also holds the directorship and the membership of the committees of the Board along with the Listed entities from which the person has resigned in the past three years*</b>	NIL	NIL
<b>Other Directorships, Membership/ Chairmanship of Committees of other Boards</b>	NIL	NIL

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

Date: 18.07.2025  
Place: Hyderabad

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

## DIRECTOR'S 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' or 'Unipro') along with the audited "Financial statement for the "Fiscal Year ended March 31, 2025.

### 1. Financial summary/highlights,

The performance during the period ended 31<sup>st</sup> March, 2025 has been as under:  
(Amount in Lakhs)

Particulars	Standalone	
	2024-25	2023-24
Turnover/Income (Gross)	-	-
Other Income	6.63	-
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	(34.81)	(258.71)
Less: Depreciation/ Amortisation/ Impairment	0.19	0.38
Profit /loss before Finance Costs, Exceptional items and Tax Expense	(35)	(259.09)
Less: Finance Costs	0.03	0.18
Profit /loss before Exceptional items and Tax Expense	(35.03)	(259.27)
Add/(less): Exceptional items	-	-
Profit /loss before Tax Expense	(35.03)	(259.27)
Less: Tax Expense (Current & Deferred)		
Profit /loss for the year (1)	(35.03)	(259.27)
Total Comprehensive Income/loss (2)	-	-
Total (1+2)	(35.03)	(259.27)
Balance of profit /loss for earlier years		
Less: Transfer to Debenture Redemption Reserve	0	0
Less: Transfer to Reserves	0	0
Less: Dividend paid on Equity Shares	0	0
Less: Dividend paid on Preference Shares	0	0

Less: Dividend Distribution Tax	0	0
Balance carried forward	(35.03)	(259.27)

## **2. Overview & state of the company's affairs:**

During the year under review, the Company has recorded no income and loss of Rs. 35.03 lakhs as against no income and loss of Rs. 259.27 lacs in the previous financial year ending 31.03.2024.

## **3. Dividend:**

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

## **4. Transfer to reserves:**

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

## **5. Investor Relations:**

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

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

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

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

The details of significant and material orders passed by the Regulators /Courts and Appellate Tribunals, during the year under review and till the date of this report are mentioned hereunder:

The Company approached the Hon'ble Securities Appellate Tribunal, Mumbai, seeking restoration of its listing status on BSE Limited, which had been revoked pursuant to the order passed by the BSE Delisting Committee vide its order dated 05.01.2024. The Company submitted a detailed appeal, highlighting the grounds on which the delisting order was contested, and requested immediate reinstatement of its securities to the exchange.

After considering the submissions and the merits of the case, the Hon'ble Securities Appellate Tribunal, Mumbai, vide its order dated 25.02.2025, directed that the Company's listing on BSE Limited shall be restored forthwith. Additionally, the Tribunal ordered that the demat accounts of the promoters of the appellant Company, which had been frozen in connection with the delisting proceedings, shall be defrosted immediately to enable normal trading and transfer of shares.

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

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

#### **9. Details of Nodal Officer:**

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

#### **10. Investor Education and Protection Fund (IEPF):**

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government During the Year, the Company has not transferred any amount to Investor Education and Protection Fund

#### **11. Revision of financial statements:**

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

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

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

### **13. Deposits from public:**

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

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

### **14. Companies which have become or ceased to be subsidiaries:**

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

### **15. Corporate Governance and Code of Conduct:**

The Company is having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year i.e 31st March 2025, is exempt under Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Company is accordingly filing declaration, with Stock Exchange (i.e., BSE Limited), of non-applicability of provisions of corporate governance as mentioned in concerned regulation. Therefore, declaration/certification/information required to be disclosed as per Para C, D and E of Schedule V read with Regulation 34 are not applicable to the Company and hence, Corporate Governance Report, Declaration and Compliance Certificate pursuant to Para C, D and E of Schedule V of Listing Regulations, respectively, not attached to this report.

### **16. Management Discussion and Analysis Report:**

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 (3) read with Schedule V (B) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section and forming part of this Board Report & Annual Report.

### **17. Familiarisation Programme for the Independent Directors**

The Company conducts Familiarization Programme for Independent Directors to provide them an opportunity to familiarize with the Company, its management and its operations so as to gain a clear understanding of their roles and responsibilities. They have full opportunity to interact with Senior Management Personnel and are

provided all documents required and sought by them for enabling them to have a good understanding of the Company, its various operations and the industry of which it is a part.

The details of familiarization programme imparted to the Independent Directors of the Company has been disclosed on the website of the Company and can be accessed through the following link at: <http://www.unipro ltd.com>.

## **18. Board Evaluation:**

Performance of the Board and Board Committees was evaluated on various parameters such as structure, composition, diversity, experience, corporate governance competencies, performance of specific duties and obligations, quality of decision-making and overall Board effectiveness. Performance of individual Directors was evaluated on parameters such as meeting attendance, participation and contribution, engagement with colleagues on the Board, responsibility towards stakeholders and independent judgement. All the Directors were subjected to peer-evaluation.

All the Directors participated in the evaluation process. The results of evaluation were discussed in the Board meeting held in February 2025. The Board discussed the performance evaluation reports of the Board, Board Committees, Individual Directors, and Independent External Persons. The Board upon discussion noted the suggestions / inputs of the Directors. Recommendations arising from this entire process were deliberated upon by the Board to augment its effectiveness and optimize individual strengths of the Directors.

Pursuant to provisions of Regulation 17(10) of the SEBI Listing Regulations and the provisions of the Act, an annual Board effectiveness evaluation was conducted for FY 2024-25 on February 13, 2025, involving the following:

- 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 13th, 2025, mainly to review the

performance of Independent Directors and the Chairman & Managing Director as also the Board as a whole. All IDs were present at the said meeting.

- (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 judgement, 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.

## 19. Board of Directors:

The composition of the Board of Directors of the company is an appropriate combination of executive and non-executive Directors with right element of independence. As on March 31, 2025, the Company's Board comprised of Five Directors, out of which Two are promoter Directors. In addition, there are three independent Directors on the Board. 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. Meetings of the Board:

The Board of Directors duly met Four (4) times on 30.05.2024, 14.08.2024, 14.11.2024 and 13.02.2025 and in respect of which meetings, proper notices were

given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

Name of Director	Relationship with other Directors	Category	No. of Meetings Held	No. of Meetings Attended	Whether Attended Last AGM
Mr. D.V. Ramana Reddy	Spouse of Mrs. D. Aparna Reddy, Whole Time Director	Promoter-Executive	4	4	Yes
Mrs. D. Aparna Reddy	Spouse of Mr. D.V. Ramana Reddy, Managing Director	Promoter-Executive	4	4	Yes
Mr.S. Somshekar	None	Independent Director	4	4	Yes
Mr. B. Mallikarjun Reddy	None	Independent Director	4	4	Yes
Mr. K. Ramgopal Reddy	None	Independent Director	4	4	Yes

## 21. Governance Structure:

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

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

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

## 22. 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.unipro ltd.com](http://www.unipro ltd.com)

### **23. Committees of the board:**

The Company has four Board-level Committees - Audit Committee, Stakeholder Relationship Committee, 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.

### **24. Audit committee:**

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

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

#### **A. Brief Description of Terms of Reference: -**

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

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

- (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (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;
- (6) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (7) To review the financial statements, in particular, the investments made by the unlisted subsidiary Company.
- (8) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement], and making appropriate recommendations to the board to take up steps in this matter;
- (9) To formulate the scope, functioning, periodicity and methodology for conducting the internal audit in consultation with the Internal Auditor.
- (10) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- (11) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- (12) Discussion with internal auditors any significant findings and follow up there on.
- (13) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

- (14) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- (15) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- (16) To review the functioning of the Whistle Blower mechanism.
- (17) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- (18) Valuation of undertakings or assets of the Company, wherever it is necessary.
- (19) Scrutiny of inter-corporate loans and investments.
- (20) Evaluation of internal financial controls and risk management systems.
- (21) Approval or any subsequent modification of transactions of the Company with related parties.
- (22) appoint a person having such qualifications and experience and registered as a valuer in such manner, on such terms and conditions as may be prescribed and appointed by the audit Committee for valuation, if required to be made, in respect of any property, stocks, shares, debentures, securities or goodwill or any other assets or net worth of a Company or its liabilities.
- (23) To ensure proper system for storage, retrieval, display or printout of the electronic records as deemed appropriate and such records shall not be disposed of or rendered unusable, unless permitted by law provided that the back-up of the books of account and other books and papers of the Company maintained in electronic mode, including at a place outside India, if any, shall be kept in servers physically located in India on a periodic basis.
- (24) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances / investments existing as on the date of coming into force of this provision.

- (25) Reviewing the compliances under SEBI (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively.
- (26) To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- (27) Carrying out any other function as is mentioned in the terms of reference of the Committee.

**B. The Audit Committee shall have powers, which should include the following:**

- a. To investigate any activity within its terms of reference.
- b. To seek information from any employee.
- c. To obtain outside legal or other professional advice.
- d. To secure attendance of outsiders with relevant expertise, if it considered necessary.

**C. The audit committee shall mandatorily review the following information:**

- 1. management discussion and analysis of financial condition and results of operations;
- 2. management letters / letters of internal control weaknesses issued by the statutory auditors;
- 3. internal audit reports relating to internal control weaknesses; and
- 4. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- 5. statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

**D. 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. Vijaya Saradhi, 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 31<sup>st</sup> March 2025 are as under:

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

The Audit Committee met 4 times during the financial year 2024-25 and the gap between any two meetings did not exceed 120 days. The dates on which the Audit Committee Meetings held were: 30<sup>th</sup> May 2024, 14<sup>th</sup> August 2024, 14<sup>th</sup> November 2024 and 13<sup>th</sup> February 2025. Requisite quorum was present at the above Meetings.

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

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

The Chairman of the Audit Committee was present at the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2024.

## 25. Nomination and remuneration committee:

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

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

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

- a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b. Formulation of criteria for evaluation of performance of independent directors and the Board;
- c. Devising a policy on Board diversity;
- d. Identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
- e. Analysing, monitoring and reviewing various human resource and compensation matters, including the compensation strategy;
- f. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment.
- g. Recommending the remuneration, in whatever form, payable to non-executive directors and the senior management personnel and other staff (as deemed necessary);
- h. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- i. Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- j. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- k. Administering the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("ESOP Scheme") including the following:
  - i. Determining the eligibility of employees to participate under the ESOP Scheme.

- ii. Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;
  - iii. Date of grant;
  - iv. Determining the exercise price of the option under the ESOP Scheme;
- I. Construing and interpreting the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/ plan ("ESOP Scheme") and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;
- m. Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
  - i. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and
  - ii. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended, by the Company and its employees, as applicable;
- n. Performing such other activities as may be delegated by the Board of Directors and/ or are statutorily prescribed under any law to be attended by the Nomination and Remuneration Committee; and
- o. Such terms of reference as may be prescribed under the Companies Act, SEBI Listing Regulations or other applicable laws or by any other regulatory authority.

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

- (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
- (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay, reflecting the short and long term performance objectives appropriate to the working of the Company and its goals

- (iv) The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;
- (v) The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
- (vi) The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;
- (vii) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
- (viii) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;
- (ix) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;
- (x) The grant, vest and exercise of option in case of employees who are on long leave;
- (xi) Allow exercise of unvested options on such terms and conditions as it may deem fit; xii. The procedure for cashless exercise of options;
- (xii) Forfeiture/ cancellation of options granted;
- (xiii) Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:
  - the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
  - for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and the vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the employee who is granted such option

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

There were Two Nomination and Remuneration Committee Meetings held during the financial year 2024-25 on 17.01.2024 and 13.02.2025.

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

### 26. 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 endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
- shall abide by the code of Conduct established by the company for Directors and senior Management personnel;
- shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and other relevant laws.

### **3. Criteria of independence**

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

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

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

### **4. Other directorships/ committee memberships**

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

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

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

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

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

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

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.

### **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.

## **28. 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 13.02.2025, to discuss:

1. Evaluation of the performance of Non-Independent Directors and the Board of Directors as whole;
2. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors of the Company were present at the meeting.

As required under Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the company regularly familiarizes Independent Directors with the Company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company etc. The details of the familiarization program is given at company's website ([www.uniprold.com/](http://www.uniprold.com/) Investor Relations).

### **i) Remuneration policy:**

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

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

## **Policy for selection of directors and determining directors' independence:**

### 1. Scope:

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

### 2. Terms and References:

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

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

2.3 "Independent Director" means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

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

### 1. Scope:

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

### 2. Terms and Reference:

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

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

2.2 "Key Managerial Personnel" means

(i) The Chief Executive Office or the Managing Director or the Manager;

(ii) The Company Secretary;

(iii) The Whole-Time Director;

(iv) The Chief Finance Officer; and

(v) Such other office as may be prescribed under the companies Act, 2013

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

## **29. Stakeholder's relationship committee:**

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

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

- (i) To approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, rematerialisation etc. of shares, debentures and other securities;
- (j) To monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of the Company; and
- (k) Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations

The Committee comprises of 3 independent Directors. In the financial year 2024-25, 4 meetings of the Committee were held on 30<sup>th</sup> May 2024, 14<sup>th</sup> August 2024, 14<sup>th</sup> November 2024 and 13<sup>th</sup> February 2025. Composition of committees and member's attendance at the meetings during the year are as under:

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. 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

### 30. Name and designation of compliance officer:

Ms. Chandni Vardani is the Company Secretary & Compliance Officer of the Company.

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

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

### **32. Audit Committee Recommendations:**

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

### **33. Directors and key managerial personnel:**

As on date of this report, the Company has Nine Directors, out of those Six are Independent Directors including one Woman Director.

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

- Appointment of Mr. P S Vijayender Goud (DIN: 10715139) as an Independent Director of the company in the ensuing AGM.
- Appointment of Mr. Eppalapalli Ramesh (DIN: 07470529) as an Independent Director of the company in the ensuing AGM.
- Appointment of Mr. Sandra Sudheer Kumar (DIN: 09660439) as an Independent Director of the company in the ensuing AGM.
- Appointment of Mr. Pudvi Raj Thandakamalla (DIN: 11194043) as a Whole Time Director of the company in the ensuing AGM.

#### **b) Resignation/ Cessation of Directors of the Company:**

During the year, no Director resigned or ceased to be Director of the Company.

#### **c) Retire By Rotation:**

In terms of Section 152(6) of the Companies Act, 2013, Mr. D. V. Ramana Reddy (DIN: 02957936) Director of the Company is liable to retire by rotation at the forthcoming Annual General Meeting. Based on the performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board recommends reappointment of Mr. D. V. Ramana Reddy (DIN: 02957936) as Director of the Company.

#### **d) Key Managerial Personnel:**

Key Managerial Personnel for the financial year 2024-25

- Mr. D. V. Ramana Reddy, Managing Director of the company.
- Mr. D. Aparna Reddy, Chief financial officer of the company.

- Mr. Chandni Vardani, Company Secretary & Compliance Officer of the Company.

### **34. Statutory audit and auditors report:**

The members of the Company at their Annual General Meeting held on 30th September, 2024 have appointed M/s. M M Reddy & Co., as statutory auditors of the Company to hold office until the conclusion of 39th Annual General meeting of the Company.

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

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

### **35. Secretarial Auditor & Audit Report:**

In terms of section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, based upon the recommendations of the Audit Committee, the Board of Directors had appointed M/s. Chakravarthy & Associates, Practicing Company Secretary (CP No. 22563) as the Secretarial Auditor of the Company, for conducting the Secretarial Audit for financial year ended March 31, 2025.

The Secretarial Audit was carried out by M/s. Chakravarthy & Associates, Practicing Company Secretary (CP No. 22563) for the financial year ended March 31, 2025. The Report given by the Secretarial Auditor is annexed and forms integral part of this Report.

#### **Secretarial Auditors Qualification:**

The qualifying remarks, reported by the Secretarial Auditor in their report for the Financial Year ended 31st March, 2025 and the explanations of the management are tabulated below:

<b>S. No.</b>	<b>Observation/ Qualification</b>	<b>Explanation by the Management</b>
1.	The Company did not appoint a Company Secretary during the	We acknowledge the observation regarding the absence of a Company Secretary during the financial year 2024–25. However, the

	financial year 2024-25.	Company has since taken corrective action and appointed Ms. Chandni Vardani, a qualified Company Secretary and Compliance Officer, with effect from January 17, 2025.
2.	Mr. K. Ramgopal Reddy, Mr. B. Mallikarjun Reddy, and Mr. S. Somshekar, Independent Directors (IDs), have not registered/renewed their details in the Independent Directors databank maintained by the Indian Institute of Corporate Affairs (IICA) within the stipulated period.	We acknowledge the auditor's observation concerning the non-registration or renewal of Mr. K. Ramgopal Reddy, Mr. B. Mallikarjun Reddy, and Mr. S. Somshekar. our independent directors, with the ID databank maintained by the Institute of Corporate Affairs (IICA) within the stipulated period. We assure you that we will promptly address this matter. We will ensure that all necessary registrations and renewals are completed in compliance with regulatory requirements.
3.	Certain event-based e-Forms required to be filed with the ROC during the audit period were not filed by the Company in a timely manner.	We acknowledge the observation that certain event-based e-Forms required to be filed with the Registrar of Companies (ROC) during the audit period were not submitted. The delay was unintentional and occurred due to administrative and procedural constraints. The Company is taking corrective measures to complete all pending filings at the earliest. Additionally, steps are being taken to strengthen internal compliance systems to ensure timely and accurate filing of all statutory forms in the future.
4.	The Company did not provide declarations from Independent Directors as required under Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149 and Schedule IV of the Companies Act, 2013, for	<p>We acknowledge the observation that the Company did not provide declarations from Independent Directors as required under Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 149(7) and Schedule IV of the Companies Act, 2013, for audit verification.</p> <p>The omission was due to administrative oversight. The Company has since taken</p>

	audit verification.	<p>corrective measures to obtain the necessary declarations from all Independent Directors. These declarations have been duly recorded and are available for audit verification.</p> <p>The Board has reviewed and taken on record the declarations submitted by the Independent Directors, ensuring compliance with the applicable regulations.</p>
5.	The Company failed to file Form ADT-3 for the resignation of the Statutory Auditor during the financial year 2024-25.	We acknowledge the observation that the Company did not file Form ADT-3 for the resignation of the Statutory Auditor during the financial year 2024–25. The delay was due to administrative oversight. The Company is taking immediate corrective actions to ensure compliance with the provisions of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014.
6.	The Company failed to file Form ADT-1 for the appointment of the Statutory Auditor during the financial year 2024-25.	We acknowledge the observation that the Company did not file Form ADT-1 for the appointment of the Statutory Auditor during the financial year 2024–25. The delay was due to administrative oversight. The Company is taking immediate corrective actions to ensure compliance with the provisions of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014.
7.	During the period under review, the Company remained continuously suspended from trading by BSE Limited due to certain non-compliances with regulations, lapses in corporate governance, and delays in submission of certain reports.	We regret the suspension of trading and acknowledge the underlying issues that led to this situation. The Company is fully committed to rectifying the non-compliances, enhancing governance practices, and ensuring the timely submission of all requisite reports. An action plan has been implemented to restore the Company's good standing with BSE Limited and facilitate the earliest possible lifting of the trading suspension.

### **36. Cost records and cost audit:**

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

### **37. No Frauds reported by statutory auditors**

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

### **38. Declaration by the Company**

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

### **39. Annual Secretarial Compliance Report**

The provisions of Regulation 24A of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company. Accordingly, the Company is not required to submit Annual Secretarial Compliance Report to the Stock Exchange.

### **40. 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

**41. 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.

**42. Details of utilization of funds:**

During the year under review, the Company 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.

**43. Annual Return:**

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, the Annual Return of the Company, prepared in accordance with Section 92(1) of the Act and Rule 11 of the Companies (Management and Administration) Rules, 2014, for the financial year 2024-25, is available in Form MGT-7 on the Company's website at the following URL: <https://www.uniprold.com>.

**44. Insurance:**

The properties and assets of your Company are adequately insured.

**45. 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 and the company's paid up capital is Rs. 6,08,49,000/- divided into 60, 84,900 equity shares of Rs. 10/- each.

**46. Particulars of Loans, Guarantees or Investments:**

During the year the Company has not taken or given any loans, guarantees to/from any person or entity and did not make/get any investments from any entity/Individual

**47. Declaration by Independent Directors:**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with both the criteria of independence as

prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) read with Regulation 25 of the Listing Regulations.

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

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

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

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

#### **48. 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 2025, the applicable accounting standards and schedule III of the Companies Act, 2013 have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as on 31st March 2025 and of the profit and loss of the Company for the financial year ended 31 March 2025;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis;

- e) proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and,
- f) Proper systems to ensure compliance with the provisions of all applicable laws were followed and that such systems were adequate and operating effectively.

#### **49. 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.

#### **50. Vigil Mechanism/Whistle Blower Policy:**

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

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

The policy is available on the website of the Company at [www.uniprolimited.com](http://www.uniprolimited.com).

#### **51. 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.

#### **52. 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.

### 53. 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.

### 54. Investor Relations:

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

### 55. Policies:

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

Name of the policy	Brief Description	Website link
Board Diversity Policy	At Unipro Technologies Limited, we believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience,	<a href="https://www.unipro ltd.com">https://www.unipro ltd.com</a>

	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.	
Nomination and Remuneration Policy	This policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a director (executive / non-executive) and also the criteria for determining the remuneration of the Directors, key managerial personnel and other employees.	<a href="https://www.unipro ltd.com">https://www.unipro ltd.com</a>
Related Party Transaction Policy	The policy regulates all transactions between the Company and its related parties	<a href="https://www.unipro ltd.com">https://www.unipro ltd.com</a>
Policy on director's appointment and remuneration:	The Policy on director's appointment and remuneration:	<a href="https://www.unipro ltd.com">https://www.unipro ltd.com</a>

**58. 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 2024-25.

**59. Statement showing the names of the top ten employees in terms of remuneration Drawn and the name of every employee as per rule 5(2) & (3) of the companies (appointment & remuneration) rules, 2014:**

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

The Statement containing the particulars of employees as required under section 197(12) of the Companies Act, 2013 read with rule 5(2) and other applicable rules (if

any) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

#### **60. 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.

#### **61. Statutory Compliance**

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

#### **62. Suspension of Trading:**

The Company is under suspension on BSE due to penal reasons. However, the company under the new management lead by Mr. D.V. Ramana Reddy, Managing Director of the Company has been working aggressively towards revoking the company from suspension. The Board assures that all due efforts are being made to revoke the company from suspension and so shall be done soon.

#### **63. Non – Executive Director’s 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.

#### **64. 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.

#### **65. Details of difference between valuation amount on one time settlement and valuation while availing loan from banks and financial institutions:**

Company does not availed any loans from Banks and Financial Institutes.

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

No corporate insolvency resolution processes were initiated against the Company under the Insolvency and Bankruptcy Code, 2016, during the year under review.

**67. Shares transferred to investor education and protection fund**

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

**68. CEO/ CFO Certification:**

Certification from the Managing Director on the financial statements u/r regulation 17 (8) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 for the year 2024- 2025 is annexed in this Annual Report.

**69. Related Party Transactions:**

The company does not have any transactions with related parties as falls under the scope of Section 188(1) of the Act read with relevant rules.

**70. Failure to implement any corporate action**

During the year under review, no corporate actions were done by the Company.

**71. Prevention of Sexual Harassment at Workplace:**

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

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

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

## **72. Statement on Maternity Benefit Compliance:**

The provisions of the Maternity Benefit Act, 1961 were not applicable to the Company for the financial year 2024-25, as no female employees were employed during that period.

## **73. Green Initiatives:**

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

## **74. Event Based Disclosures**

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

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

## **75. Other Disclosures/reporting:**

There has been no change in the nature of business of the Company as on the date of this Report. The Board of Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions pertaining to these items during the year under review:

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

## **76. 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 of Directors  
Unipro Technologies Limited

Date: 18.07.2025  
Place: Hyderabad

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

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

## Compliance Certificate Pursuant to Regulation 17(8) of Sebi Lodr, 2015

To  
The Board of Directors  
Unipro Technologies Limited

We, D. V. Ramana Reddy, Managing Director and D. Aparna Reddy, Chief Financial Officer of Unipro Technologies Limited ("Company") to the best of our knowledge and belief certify that:

1. We have reviewed standalone as well as consolidated financial statements and the cash flow statement of the Company for the quarter/year ended 31st March, 2025 and to the best of their knowledge and belief:
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee
  - a. There have not been any significant changes in internal control over financial reporting during the year;
  - b. There have not been any significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c. There have not been any instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Unipro Technologies Limited

Date: 18.07.2025  
Place: Hyderabad

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

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

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

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

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

Date: 18.07.2025  
Place: Hyderabad

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

**FORM MR-3**  
**Secretarial Audit Report**  
**(Pursuant to section 204(1) of the Companies Act, 2013 and**  
**Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014**  
**for the financial year ended 31<sup>st</sup> March, 2025**

To  
The Members of  
M/s. Unipro Technologies Limited

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

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

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Unipro Technologies Limited ("The Company") for the financial year ended on 31<sup>st</sup> March, 2025, according to the provisions of:
  - a. The Companies Act, 2013 (the Act) and the rules made there under;
  - b. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
  - c. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
  - d. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings;
2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') is furnished hereunder for the financial year 2024-25: -
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **including the provisions with regard to disclosures and maintenance of records required under the said Regulations;**

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Amended Regulations 2018; **The Company has framed code of conduct for regulating & reporting trading by insiders and for fair disclosure and displayed the same on the Company's website i.e., [www.uniproltd.com](http://www.uniproltd.com)**
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Complied with event-based disclosures, wherever applicable**
- d. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable as the Company has not issued any Employee Stock Options during the year under review.**
- e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: **Not Applicable as the Company has not issued any debt securities during the year under review.**
- f. The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client; **Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review.**
- g. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable as the company has not delisted/ proposed to delist its equity shares during the year under review.**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **Not Applicable as the Company has not bought back/ proposed to buy-back any of its securities during the year under review.**
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. I have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings.
- b. Securities and Exchange Board of India Act, 1992 & Circulars, Master Circulars and Regulations issued by SEBI and applicable to the Company.
- c. Listing Agreements entered into by the Company with BSE Limited.

4. As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that
- a. As per the information and explanations provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.
  - b. The provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:
    - External Commercial Borrowings were not attracted to the Company under the financial year under report;
    - Foreign Direct Investment (FDI) was complied by the company under the financial year under report;
    - Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the company under the financial year under report.
5. We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial auditor and other designated professionals.

During the period under review, the Company has generally complied with the provisions of the Companies Act, 2013, and other applicable rules, regulations, and guidelines, subject to the following observations:

**Observations / Non-Compliances / Adverse Remarks / Qualifications under the Companies Act, 2013 and SEBI Regulations:**

- a. The Company did not appoint a Company Secretary during the financial year 2024-25.
- b. Mr. K. Ramgopal Reddy, Mr. B. Mallikarjun Reddy, and Mr. S. Somshekar, Independent Directors (IDs), have not registered/renewed their details in the Independent Directors databank maintained by the Indian Institute of Corporate Affairs (IICA) within the stipulated period.
- c. Certain event-based e-Forms required to be filed with the ROC during the audit period were not filed by the Company in a timely manner.
- d. The Company did not provide declarations from Independent Directors as required under Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149 and Schedule IV of the Companies Act, 2013, for audit verification.

- e. The Company failed to file Form ADT-3 for the resignation of the Statutory Auditor during the financial year 2024-25.
  - f. The Company failed to file Form ADT-1 for the appointment of the Statutory Auditor during the financial year 2024-25.
  - g. During the period under review, the Company remained continuously suspended from trading by BSE Limited due to certain non-compliances with regulations, lapses in corporate governance, and delays in submission of certain reports.
6. We, further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
  - b. I further report that during the year under report, the Company has not undertaken event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. other than those already disclosed to Stock Exchange i.e., BSE.
  - c. I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Chakravarthy & Associates

Sd/-

Place: Hyderabad  
Date: 18.07.2025  
UDIN: A032380G000919695

Nadupalli Phani Chakravarthy  
Practicing Company Secretary  
M. No. A32380; C.P. No. 22563  
Peer Review Certificate No. 6621/2025

## **Annexure- A to Secretarial Audit Report**

To  
The Members of  
M/s. Unipro Technologies Limited

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

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. I have relied on the reports given by the concerned professionals in verifying the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Chakravarthy & Associates

Sd/-

Nadupalli Phani Chakravarthy  
Practicing Company Secretary  
M. No. A32380; C.P. No. 22563  
Peer Review Certificate No. 6621/2025

Place: Hyderabad  
Date: 18.07.2025  
UDIN: A032380G000919695

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT FOR THE YEAR 24-25

### Unipro Technologies Limited (UTL)

Unipro Technologies Limited (UTL) provides a wide variety of IT services, Application development and IT solutions. We have an offshore hub for back end operations and support for our clients at different places in the world.

Unipro Technologies Limited always looks to develop out of the box solutions to run the business operations in much more efficient way. We strive to excel and focus on customer engagements so that we always exceed the expectations of our clients. Also provides innovative solutions so that our clients are leading the way and have a competitive advantage over others. We measure our success with the success of our clients.

Unipro Technologies Limited is committed to provide high quality software and IT solutions for your needs. We have a created a place for us in Application development, IT Training, DBA services, BPO services and other IT solutions.

**Economic and Industry Overview:** India's Information Technology (IT) sector remains a cornerstone of economic growth and global competitiveness in FY 2024–25, contributing approximately 10% to the national GDP and driving exports valued at \$210 billion. With a workforce exceeding 5.8 million professionals, the industry continues to lead the global outsourcing landscape, comprising 55% of worldwide service delivery. Key drivers such as artificial intelligence, cloud computing, cybersecurity, and digital engineering are not only reshaping business models but also enabling India's emergence as a premier innovation hub. The sector's robust startup ecosystem, enhanced public-private partnerships, and rising investments in digital infrastructure further underline its strategic importance. As India transitions into a digitally empowered economy, its IT industry stands at the forefront of transformation, talent development, and technological leadership.”

**Performance Overview:** FY 2024–25 marked a pivotal and transformative period for Unipro, as the company undertook strategic measures to revive its operations. During the year, Unipro successfully achieved regulatory compliance and was re-listed on the Bombay Stock Exchange (BSE), signaling renewed credibility and operational readiness. This re-listing served as a critical milestone, enabling the company to resume its core business activities with a renewed focus on becoming a leading IT consultancy. Although overall revenue declined due to a prolonged period of inactivity caused by leadership challenges, the newly appointed management has initiated a robust turnaround strategy. These efforts reflect a dynamic shift in the organization's trajectory, laying the foundation for sustainable growth and innovation in the years ahead.

## Key Financial Highlights:

- **Revenue:** The company has a nil revenue from its operating activities.
- **Profitability:** The company is faced a net loss of 35.03 lakhs.
- **Margins:** Operating margins were Nil.

**Business Strategy:** In FY 2024–25, Unipro embarked on a strategic revival, emphasizing regulatory compliance and operational restructuring. The company successfully re-listed on the Bombay Stock Exchange, restoring investor confidence and market visibility. This pivotal step marked its re-entry into the IT consultancy space, targeting sustainable growth and innovation. The strategy addressed prior leadership challenges, setting a renewed governance framework. Key focus remained on rebuilding service capabilities and strengthening stakeholder engagement. With fresh leadership and strategic direction, Unipro repositioned itself as a credible technology partner.

**Risks and Concerns:** While FY 2024–25 marked a strategic turnaround for Unipro, the company remains exposed to a range of operational, financial, and market-related risks. Challenges stemming from prolonged inactivity, leadership transition, and market re-entry continue to impact revenue stability and client retention. Ensuring sustained regulatory compliance, rebuilding talent pipelines, and closing technology gaps are imperative to navigate competitive pressures and restore long-term stakeholder confidence. These risks, if not proactively mitigated, could hinder the momentum gained during the company's revival phase.

**Outlook:** With a renewed strategic focus and momentum built during the past fiscal year, Unipro enters FY 2025–26 positioned for sustained growth and competitive reintegration. The company will continue to prioritize digital transformation, client-centric consultancy services, and strengthened governance frameworks. Investments in talent acquisition, operational efficiency, and compliance are expected to unlock new opportunities and fortify long-term resilience in a dynamic IT services landscape..

**Conclusion:** FY 2024–25 stands as a pivotal chapter in Unipro's corporate evolution—one marked by strategic realignment, strengthened governance, and a successful re-entry into capital markets. The groundwork laid this year reaffirms the company's commitment to excellence and stakeholder value. With renewed clarity of purpose and organizational agility, Unipro is poised to build on its momentum and embrace the opportunities of a rapidly transforming industry landscape. The company closes the year with optimism, resilience, and a clear trajectory toward sustainable growth.”

## **Financial Performance**

Prudent Financial Planning, effective resource allocation and tight financial control have ensured that the cash flows of the Company remain healthy. The ability of the Company to raise credit remains unimpaired.

### **Internal control systems and adequacy:**

The Company has adopted strong and automated internal business controls and a process framework that is not only adequate for its current size of operations but can effectively support increases in growth and complexity across our business operations. A well established and empowered system of internal financial audits and automated control procedures ensures prudent financial control, flexibility in terms of process changes to enable course correction.

Internal auditors submits reports and updates to the audit committee of the Board, which conducts frequent reviews and provides direction and operational guidance on new processes to be implemented to further enhance efficiencies within the Company.

The Company is in the process of implementing Enterprise Resource Planning along with various business controls which would have automatic internal control systems to identify errors and also provide better MIS.

### **Human resources:**

Capability building, Talent Management and Employee Engagement remain the key focus of your company's Human Resource Strategy. Your Company has continued to build on its capabilities in getting the right talent to support the different technology areas. They are backed by robust management training schemes, hiring of key management personnel, and sales training.

The Company provides an environment which encourages initiative, innovative thinking and rewards performance. The Company ensures training and development of its personnel through succession planning, job rotation, on-the-job training and various trainings and workshops.

### **Culture, Values and Leadership**

Your Company has a written code of conduct and ethics to make employees aware of ethical requirements and Whistle Blower Policy for reporting violations, if any.

Your Company has internal structured succession planning to take care of loss of any member of senior management or other key management personnel. Since inception your Company is committed to developing next generation leaders and conduct personality development and development work of skills acquired by them over the years. Your Company encourages an “Equal Employment Opportunity Policy” which discourages discrimination for employment on account of sex, race, colour, religion, physical challenge and so on.

As the Company operates in a niche industry that requires high techno functional expertise. The employees constantly need to enhance their technical and functional knowledge and so regular training sessions on specific technical skills and domain knowledge were conducted.

**Cautionary statement:**

Statements in the “Management Discussion and Analysis” describing the company’s objectives, estimates, expectations or projections may be “forward looking statements” within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company’s operations; include Government regulations, patent laws, tax regimes, economic developments within India and countries in which the Company conducts business, litigation and other allied factors.

Details of significant changes (i.e., change of 25% or more as compared to the immediately previous financial year) in the key financial ratios, along with detailed explanations thereof:

<b>Particulars</b>	<b>2024-25</b>	<b>2023-24</b>	<b>Remarks</b>
Debtors Turnover Ratio	0	0	There is no Turnover
Inventory Turnover Ratio	0	0	There is no Turnover
Interest Coverage Ratio	-1066	-1435.4	There is no Finance Cost.
Current Ratio	0.167	0.971	Improvement in current ratio is due to creation of additional fixed deposits.
Debt Equity Ratio	-0.1869	-0.1241	
Operating Profit Margin Ratio	Nil	Nil	No Operating revenue
Net Profit Margin Ratio	-5.2843	Nil	No Income in 2024

**Disclosure of accounting treatment:**

During the preparation of Financial Statement of F.Y. 2024-25 the treatment as prescribed in an Accounting Standard has been followed by the Company. There is no discrepancy in Accounting Treatment as followed by the Company in current financial year as compared to previous financial year.

## 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 31<sup>st</sup> March, 2025, 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, 2025, 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.

### **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:**

#### **Observation on Reclassification of Unsecured Loans to 'Product Under Development'**

During the audit, we noted that the Company has reclassified unsecured loans amounting to ₹29,47,665, previously received from an individual for the product development, to head "Product Under Development" under capital work-in-progress.

#### **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, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls 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, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164 (2) of the Act.
- 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, 2025, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software'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, 2025.

For **M M REDDY & CO.**,  
Chartered Accountants  
Firm Reg No.010371S

Place: Hyderabad  
Date: 30-05-2025

M. Madhusudhana Reddy  
Partner  
Membership No. 213077  
UDIN: 25213077BMIHUC1467

## **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 there were no immovable properties held in the name of the company as at the balance sheet date, Accordingly, the provisions of clause 3(i)(c) of the order are not applicable to the company.
  - The physical verification of the inventory excluding stocks with third parties has been conducted at reasonable intervals by the management during the year.
  - 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.

In our opinion and according to the information provided to us the company has made investments and granted unsecured loans or advances in the nature of loans as specified below

(A) Loans to other than Subsidiaries, Joint Ventures and Associates:

(Amount in Lakhs)

<b>Sl. No</b>	<b>Name of the company</b>	<b>Balance o/s as on 31-03-2025</b>
1	Equinox	5.00
2	KBK Business Solutions Pvt Ltd	52.88

- ii. 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
- iii. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2025 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- iv. 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.
- v. 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.

<b>Particulars</b>	<b>Financial Year</b>	<b>Under Act</b>	<b>Amount</b>
Income Tax Payable	2016-17	Income Tax Act, 1961	Rs. 1,71,480

- vi. 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.
- vii. 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.
- viii. 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.

- ix. 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.
- x. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xi. 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.
- xii. 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.
- xiii. 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.
- xiv. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **M M REDDY & CO.**,  
Chartered Accountants  
Firm Reg No.010371S

Place: Hyderabad  
Date: 30-05-2025

M. Madhusudhana Reddy  
Partner  
Membership No. 213077  
UDIN: 25213077BMIHUC1467

## **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, 2025 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, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **M M REDDY & CO.**,  
Chartered Accountants  
Firm Reg No.010371S

Place: Hyderabad  
Date: 30-05-2025

M. Madhusudhana Reddy  
Partner  
Membership No. 213077  
UDIN: 25213077BMIHUC1467

<b>UNIPRO TECHNOLOGIES LIMITED</b> <b>CIN: L72200TG1985PLC005615</b> <b>FLAT NO.503B, 5TH FLOOR, MAHESHWARI CHAMBERS, SOMAJIGUDA, HYDERABAD, TG 500082 IN</b> <b>Statement of Financial Position as at March 31, 2025</b>				
	Particulars	Note No.	As at Mar 31, 2025	As at Mar 31, 2024
I	<b>ASSETS</b>			
1	<b>Non-current assets</b>			
	(a) Property, plant and equipment	3	36,724	38,051
	(b) Capital work in progress		-	-
	(i) Investments	4	831,584	831,584
	(ii) Trade receivables		-	-
	(iii) Loans	6	49,969	2,715,069
	(c) Other non-current asset	8	32,948,941	831,398
	<b>Total non-current assets (A)</b>		<b>33,867,218</b>	<b>4,416,102</b>
2	<b>Current assets</b>			
	(a) Inventories	9	-	-
	(a) Financial assets			
	(i) Investments		-	-
	(ii) Trade receivables	5	-	32,117,543
	(iii) Cash and cash equivalents	10	14,459	14,459
	(iv) Bank Balances other than (iii) above	10.1	336,017	31,921
	(v) Loans	6	1,505,819	1,505,819
	(b) Current Tax Asset (Net)		-	-
	(c) Other current assets	11	3,091,717	144,052
	<b>Total current assets (B)</b>		<b>4,948,013</b>	<b>33,813,794</b>
	Non Current Assets Classified as Held for Sale (C)			-
	<b>Total assets (A+B+C)</b>		<b>38,815,231</b>	<b>38,229,896</b>
II	<b>EQUITY AND LIABILITIES</b>			
1	<b>Equity</b>			
	(a) Equity share capital	12	60,849,000	60,849,000
	(b) Other equity	13	(69,771,431)	(66,268,476)
	<b>Total equity (A)</b>		<b>(8,922,431)</b>	<b>(5,419,476)</b>
2	<b>Liabilities</b>			
(i)	<b>Non-current liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	14	18,220,375	8,839,948
	(ii) Trade Payables		-	-
	<b>Total non-current liabilities (B)</b>		<b>18,220,375</b>	<b>8,839,948</b>
(ii)	<b>Current liabilities</b>			
	(a) Financial liabilities			
	(i) Borrowings			-
	(ii) Trade payables	15	19,305,960	19,305,960
	(b) Short term provisions	16	-	-
	(c) Other current liabilities	17	9,459,549	14,751,685
	(d) Current Tax Laibilities (net)	7	751,779	751,779
	<b>Total current liabilities (C)</b>		<b>29,517,288</b>	<b>34,809,424</b>
	<b>Total liabilities (D=B+C)</b>		<b>47,737,663</b>	<b>43,649,372</b>
	<b>Total equity and liabilities (A+D)</b>		<b>38,815,231</b>	<b>38,229,896</b>
The notes are an integral part of the financial statements As per our Report of even date For <b>M M REDDY &amp; CO.,</b> Chartered Accountants Firm Reg No.010371S  M. Madhusudhana Reddy Partner Membership No. 213077 UDIN: 25213077BMIHUC1467  Place: Hyderabad Date : 30-05-2025			<b>For and on behalf of the Board of Directors</b> <b>UNIPRO TECHNOLOGIES LIMITED</b>  APARNA REDDY DANDU Whole-time Director DIN No.03298728  DANDU VENAKATA RAMANA REDDY Director DIN No. 02957136	



	(i) Basic		(0.06)	(4.26)
	(ii) Diluted.		(0.06)	(4.26)
The notes are an integral part of the financial statements As per our Report of even date <b>For M M REDDY &amp; CO.,</b> <b>Chartered Accountants</b> <b>Firm Reg No.010371S</b>		<b>For and on behalf of the Board of Directors</b> <b>UNIPRO TECHNOLOGIES LIMITED</b>		
M. Madhusudhana Reddy Partner Membership No. 213077 UDIN: 25213077BMIHUC1467		APARNA REDDY DANDU Whole-time Director DIN No.03298728		
Place: Hyderabad Date : 30-05-2025		DANDU VENAKATA RAMANA REDDY Director DIN No. 02957136		
<b>Statement of Profit and Loss and Other Comprehensive Income for the Year ended Mar 31, 2025</b>				
0				
0				
<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2024</b>				
		<b>As at Mar 31,</b>	<b>As at Mar 31,</b>	
		<b>2025</b>	<b>2024</b>	
A	<b>CASH FROM OPERATING ACTIVITIES</b>			
	(Loss)/Profit before tax and extraordinary items	(3,502,956)	(25,926,910)	
	<b>Adjustment for:</b>			
	Depreciation and amortisation of non-current assets	19,026	38,051	
	Impairment of non-current assets	-	17978225	
	<b>Operating Profit before Working Capital Changes</b>	<b>(3,483,930)</b>	<b>(7,910,634)</b>	
	<b>Movement for Working Capital:</b>			
	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	(282,566)	-	
	(Increase)/Decrease in trade and other payables	-	834,177	
	Increase/(decrease) in amounts due to customers under construction contracts	-	-	
	Increase/(decrease) in provisions	-	-	
	(Decrease)/increase in deferred revenue	-	-	
	(Decrease)/increase in other current liabilities	(5,292,136)	7,108,377	
	<b>Cash generated from operations</b>	<b>(9,058,631)</b>	<b>31,920</b>	
	- Income taxes paid	-	-	
	<b>Net Cash flow before extraordinary items</b>	<b>-</b>	<b>-</b>	
	- Extraordinary & Prior period items	-	-	
	<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>(9,058,631)</b>	<b>31,920</b>	
B	<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>			
	Payments to acquire financial assets			
	Proceeds on sale of financial assets	(17,700)		
	Interest received			
	<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>(17,700)</b>	<b>-</b>	
C	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
	Proceeds from issue of equity instruments of the Company	-	-	
	Proceeds from issue of convertible notes	-	-	
	Proceeds of Borrowings	9,380,427		
	Long Term Provisions	-	-	
	<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>9,380,427</b>	<b>-</b>	
	<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS</b>	<b>304,096</b>	<b>31,920</b>	
	<b>Cash and cash equivalents at the beginning of the year 1.04.2024</b>	<b>46,380</b>	<b>14,459</b>	
	Effects of exchange rate changes on the balance of cash held in foreign currencies	-	-	
	<b>Cash and cash equivalents at the end of the year as on 31.03.2025</b>	<b>350,476</b>	<b>46,380</b>	
<b>Reconciliation of cash and cash equivalents as per the cash flow Statement</b>				
	Cash and cash equivalents (Note 10)	350,476	46,380	
	<b>Balance as per statement of cash flows</b>	<b>350,476</b>	<b>46,380</b>	
For M M REDDY & CO., Chartered Accountants Firm Reg No.010371S		<b>For and on behalf of the Board of Directors</b> <b>UNIPRO TECHNOLOGIES LIMITED</b>		
M. Madhusudhana Reddy Partner Membership No. 213077 UDIN: 25213077BMIHUC1467		APARNA REDDY DANDU Whole-time Director DIN No.03298728		
Place: Hyderabad Date : 30-05-2025		DANDU VENAKATA RAMANA REDDY Director DIN No. 02957136		

**UNIPRO TECHNOLOGIES LIMITED**  
**Statement of Changes in Equity**  
**For the year ended 31 March 2025**

**a. Equity share capital**

(Amount in Rs.)

	Amount
<b>Balance as at the 31 March 2023</b>	<b>6,084,900</b>
Changes in equity share capital during 2023-24	-
<b>Balance as at the 31 March 2024</b>	<b>6,084,900</b>
Changes in equity share capital during 2024-25	-
<b>Balance as at the 31 March 2025</b>	<b>6,084,900</b>

**b. Other equity**

(Amount in Rs.)

	Reserves and surplus		Items of Other comprehensive income (OCI)	Total
	Capital Reserve	Retained earnings	Others	
<b>Balance at 31 March 2023</b>	<b>1,810,649</b>	<b>(43,581,570)</b>	-	<b>(41,770,921)</b>
<b>Total comprehensive income for the year ended 31 March 2024</b>				
Profit or loss	-	(25,926,910)	-	(25,926,910)
Other comprehensive income(net of tax)	-	-	-	-
<b>Total comprehensive income</b>	-	<b>(25,926,910)</b>	-	<b>(25,926,910)</b>
<b>Transactions with owners in their capacity as owners</b>	-	-	-	-
<b>Balance at 31 March 2024</b>				
	<b>1,810,649.00</b>	<b>(69,508,479.76)</b>	-	<b>(67,697,830.76)</b>
<b>Total comprehensive income for the year ended 31 March 2024</b>	-	-	-	-
Profit or loss	-	(3,502,956)	-	(3,502,956)
Other comprehensive income(net of tax)	-	-	-	-
<b>Total comprehensive income</b>	-	<b>(3,502,956)</b>	-	<b>(3,502,956)</b>
<b>Transactions with owners in their capacity as owners</b>	-	-	-	-
<b>Balance at 31 March 2025</b>	<b>1,810,649.00</b>	<b>(73,011,435.46)</b>	-	<b>(71,200,786.46)</b>

The notes are an integral part of the financial statements  
As per our Report of even date  
**For M M REDDY & CO.,**  
Chartered Accountants  
Firm Reg No.010371S

**M. Madhusudhana Reddy**  
Partner  
Membership No. 213077  
UDIN: 25213077BMIHUC1467

Place: Hyderabad  
Date : 30-05-2025

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

APARNA REDDY DANDU  
Whole-time Director  
DIN No.03298728

DANDU VENAKATA RAMANA REDDY  
Director  
DIN No. 02957136

S.No	Particulars	As at Mar 31, 2025	As at Mar 31, 2024
	<b>Non Current</b>		
3	Investment in Equity Shares of Vijay Sea Foods Limited no of shares of Rs.- 10/- Paid up value of each of	831,584	831,584
	Invetment in Joint Ventures		-
	<b>Total</b>	<b>831,584</b>	<b>831,584</b>
	<b>Current</b>		
5	Investment in partnerships	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>
<b>Note 5: Trade Receivables</b>			
S.No	Particulars	As at Mar 31, 2025	As at Mar 31, 2024
<b>B</b>	<b>Unsecured and considered good: Non Current</b>		
	-From Related party		
	-From Others	-	32,117,543
	<b>(The amount is outstanding from the last two financial years and the mangement is certifying the amounts are good )</b>		
	<b>Total</b>	<b>-</b>	<b>32,117,543</b>

<b>UNIPRO TECHNOLOGIES LIMITED</b>			
<b>Note 6: Loans</b>			
S.No	Particulars	As at Mar 31, 2025	As at Mar 31, 2024
	<b>Non Current:</b>		
<b>A</b>	<b>Loans :</b>		
1	To related parties	-	2,665,100
4	Rental Advance	-	-
5	Security Deposits	49,969	49,969
6	Less: allowances for Doubtfull loans		-
	<b>Total Loans</b>	<b>49,969</b>	<b>2,715,069</b>
	<b>Notes:</b>		
1	<b>Unsecured Considered good</b>		
	Rental Advance	-	-
	To related parties	-	2,665,100
	Security Deposit	49,969	49,969
	<b>Total</b>	<b>49,969</b>	<b>2,715,069</b>
	<b>Loans :</b>		
A	other income	-	-
	others :Advances to Suppliers	1,505,819	1,505,819
	<b>Total</b>	<b>1,505,819</b>	<b>1,505,819</b>
	<b>Notes:</b>		
1	<b>Considered good</b>		
	Advances to supplier not changed from last three financial years as pe the mangement information the amount is good and can be recoverable	1,505,819	1,505,819
<b>Note 7: Income Taxes</b>			
S.No	Particulars	As at Mar 31, 2025	As at Mar 31, 2024
	<b>a). Current Tax liability</b>		
	<b>Opening Balance</b>	751,779	751,779
	Add: Current tax payable for the year	-	-
	Less: Taxes Paid	-	-
	<b>Closing balances</b>	<b>751,779</b>	<b>751,779</b>

<b>UNIPRO TECHNOLOGIES LIMITED</b>			
<b>Note 8: Other Non Current Assets</b>			
<b>S.No</b>	<b>Particulars</b>	<b>As at Mar 31, 2025</b>	<b>As at Mar 31, 2024</b>
	Pre operative Expenses debtors	831,398	831,398
	<b>Total of Other Non-current Assets</b>	<b>32,948,941</b>	<b>831,398</b>
<b>Foot Note: on Preoprative expenxes</b>			
<b>S.No</b>	<b>Particulars</b>	<b>As at Mar 31, 2025</b>	<b>As at Mar 31, 2024</b>
	Notes: Pre-operative Expenses -Listing Expenses	831,398	831,398
	Less: Written off During the Year	<b>831,398</b>	<b>831,398</b>
	<b>Net Amount</b>	<b>831,398</b>	<b>831,398</b>
<b>Note 10: Cash and Cash Equivalents</b>			
<b>S.No</b>	<b>Particulars</b>	<b>As at Mar 31, 2025</b>	<b>As at Mar 31, 2024</b>
1	Cash and Cash Equivalents (Note 10.1)	<b>14,459</b>	<b>14,459</b>
2	Bank Balances other than Cash and Cash Equivalents	336,017	31,921
	<b>Total Cash and Cash Equivalents</b>	<b>350,477</b>	<b>46,380</b>
<b>Notes:</b>			
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			
<b>Note 10.1: Cash and Cash Equivalents</b>			
<b>S.No</b>	<b>Particulars</b>	<b>As at Mar 31, 2025</b>	<b>As at Mar 31, 2024</b>
<b>1</b>	<b>Bank and Cash Balances</b>		
	<b>On Current Accounts:</b>		
	Balance in Banks	336,017	31,921
	Cash on hand	14,459	14,459
	<b>Total Cash and Cash Equivalents</b>	<b>350,477</b>	<b>46,380</b>
<b>Note 11: Other Current Assets</b>			
<b>S.No</b>	<b>Particulars</b>	<b>As at Mar 31, 2025</b>	<b>As at Mar 31, 2024</b>
<b>2</b>	<b>Other Current Assets</b>		
	<b>Advances other than capital advances:</b>		
	MAT Credit Entitlement	144,052	144,052
	Product under development	2,947,665	-
	<b>Total of Other current Assets</b>	<b>3,091,717</b>	<b>144,052</b>
<b>Note 14: Borrowings</b>			
<b>S.No</b>	<b>Particulars</b>	<b>As at Mar 31, 2025</b>	<b>As at Mar 31, 2024</b>
<b>4</b>	<b>Unsecured Loans</b>		
	i Unsecured Loans from Directors & relatives	18,220,375	8,839,948
	Payment terms : payable on demand after considering Liquidity of the Company		
ii Loans from Individuals other than Banks		-	
	<b>Total</b>	<b>18,220,375</b>	<b>8,839,948</b>
	<b>Current:</b>		
<b>Note 15: Trade Payables</b>			
<b>S.No</b>	<b>Particulars</b>	<b>As at Mar 31,</b>	<b>As at Mar 31,</b>
	<b>Current:</b>		
	<b>A Trade payables</b>		

	Dues to Micro, Small and Medium Enterprises Dues to other than Micro, Small and Medium Enterprises	19,305,960	19,305,960
	<b>Total</b>	<b>19,305,96</b>	<b>19,305,960</b>

**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

S.No	Particulars	As at Mar 31,	As at Mar 31,
	Principal amount remaining unpaid to any supplier as at	19,305,960	19,305,960

**Note 17 : Other current Liabilities**

S.No	Particulars	As at Mar 31,	As at Mar 31,
	<b>a).Revenue Received in Advance</b> Advances From customers	3,993,823	3,993,823
	<b>b).Other Payables:</b> Other liabilities	617,825	5,918,958
	<b>c). Other payables</b> Employee	105,000	-
	e Benefits	370,000	595,00
	Payable	4,129,900	0
	Director	243,000	4,125,903
			118,000
	<b>Total</b>	<b>9,459,54</b>	<b>14,751,685</b>

**Note 19 other income**

S.No	Particulars	As at Mar 31, 2025	As at Mar 31, 2024
	<b>other income</b>	662,88	-
	<b>total</b>	<b>662,88</b>	<b>-</b>

**Note 24 Employee Benefits**

	Particulars	As at Mar 31,	As at Mar 31,
	Salaries, Wages, Bonus etc.	1,272,37	210,000
	<b>Total Employee</b>	<b>1,272,37</b>	<b>210,000</b>

**Note 25 Finance Cost**

	Particulars	As at Mar 31,	As at Mar 31,
	<b>Interest and finance charges on financial liabilities carried at amortised cost</b>	3,289	18,075
	c). Other Interest Expenses(Bank Charges) Less: Amount Capitalised	<b>3,28</b>	<b>18,075</b>

**Note 26 Depreciation and Amortisation Expenses**

	Particulars	As at Mar 31, 2025	As at Mar 31, 2024
	Depreciation on plant, property and equipment	19,026	38,051
	Depreciation on Investment properties	-	-
	Amortisation on Intangible assets	-	-
	<b>Total depreciation and Amortisation expenses</b>	<b>19,026</b>	<b>38,051</b>

**Note 27 : Other expenses**

	<b>Particulars</b>	<b>As at Mar 31, 2025</b>	<b>As at Mar 31, 2024</b>
	Audit Fees	125,000	100,000
	Assets written off	-	17,978,225
	Office Rent	197,100	180,000
	Expense reimbursements	60,000	300,000
	Bank Charges	-	-
	Travelling & Conveyance Expenses	19,000	9,000
	Listing Fee	1,963,462	-
	Electricity charges	6,000	12,000
	Professional & Consultancy Charges	145,800	141,600
	General Expenses	124,040	120,000
	Office Maintenance	9,000	18,000
	Printing and stationery	2,500	-
	BSE Penalty	-	5,658,580
	TDS	-	67,955
	CDSL Penalty	-	97,815
	Legal Expenses	219,250	470,000
	NSDL Penalty	-	220,715
	Venture Capital Share Transfer Agent Expenses	-	286,893
	<b>Total</b>	<b>2,871,152</b>	<b>25,660,783</b>
<b>Note 27.1: Payment to Auditors</b>			
	<b>Particulars</b>	<b>As at Mar 31, 2025</b>	<b>As at Mar 31, 2024</b>
	As An Auditor		
	- Audit Fees	125,000	144,052
	<b>Total Payment to Auditor</b>	<b>125,000</b>	<b>144,052</b>

**Note 3: Property, Plant Equipment**

Amount Rs.

<b>Particular</b>	<b>Computers</b>	<b>Total</b>
<b>Cost/Deemed Cost:</b>		
<b>As at March 2023</b>	<b>5,300,440</b>	<b>5,300,440</b>
Additions	-	-
Deletions	-	-
<b>As at March 2024</b>	<b>5,300,440</b>	<b>5,300,440</b>
Additions	-	-
Deletions	-	-
<b>As at March 2025</b>	<b>5,300,440</b>	<b>5,300,440</b>
<b>Depreciation/Impairment</b>		-
<b>As at March 2023</b>	<b>5,224,338</b>	<b>5,224,338</b>
Depreciation for the year	38,051	38,051
Disposals	-	-
Impairment	-	-
<b>As at March 2024</b>	<b>5,262,389</b>	<b>5,262,389</b>
Depreciation for the year	19,026	19,026
Disposals	-	-
Impairment	-	-
<b>As at March 2025</b>	<b>5,281,414</b>	<b>5,281,414</b>
<b>Net Book Value</b>		
As at March 2025	19,026	19,026
As at March 2024	38,051	38,051
As at March 2023	76,103	76,103

<b>UNIPRO TECHNOLOGIES LIMITED</b>				
<b>Notes annexed to and forming part of the Financial Statements</b>				
<b>Note 12: Equity share capital</b>				
	<b>As at Mar 31,2025</b>		<b>As at Mar 31,2024</b>	
	<b>No. of Shares</b>	<b>Amount in Rs.</b>	<b>No. of Shares</b>	<b>Amount in Rs.</b>
<b>Authorised</b>				
Equity shares of Rs. 10 each	7,000,000	70,000,000	7,000,000	70,000,000
<b>Issued</b>				
Equity shares of Rs. 10 each	6,084,900	60,849,000	6,084,900	60,849,000
<b>Subscribed and Paid-up</b>				
Equity shares of Rs. 10 each fully paid-up	6,084,900	60,849,000	6,084,900	60,849,000
<b>Total</b>	<b>6,084,900</b>	<b>60,849,000</b>	<b>6,084,900</b>	<b>60,849,000</b>
<b>b. Reconciliation of the number of equity shares outstanding and the amount of share capital</b>				
	<b>As at Mar 31,2025</b>		<b>As at Mar 31,2024</b>	
	<b>No. of Shares</b>	<b>Amount</b>	<b>No. of Shares</b>	<b>Amount</b>
<b>Equity Shares</b>				
<b>Issued and Subscribed:</b>				
Shares outstanding at the beginning of the year	6,084,900	60,849,000	6,084,900	60,849,000
Add: Issued During the year for cash	-	-	-	-
Add: Shares issued at ESOP trust	-	-	-	-
Shares outstanding at the end of the year	6,084,900	60,849,000	6,084,900	60,849,000
<b>c. Terms / rights attached to equity Shares</b>				
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/Ultimatley Holding Company				
g. Details of shares issued for consideration other than cash				
<b>h. Shares in the company held by each shareholder holding more than 5 percent</b>				
<b>Name of the Shareholder</b>	<b>As at Mar 31,2025</b>		<b>As at Mar 31,2024</b>	
	<b>No. of Shares held</b>	<b>% of Holding</b>	<b>No. of Shares held</b>	<b>% of Holding</b>
VENKATA RAMANAREDDY DANDU	900,000	14.79%	900,000	14.79%
*Includes 10 Equity shares of Rs. 10 each fully paid up held by nominee.				

**Note 13: Other equity (A)**

	<b>As at Mar 31,2025</b>	<b>As at Mar 31,2024</b>
<b>Capital Reserve:</b>		
Balance at the beginning of the year	1,810,649	1,810,649
Add: Addition During the Year	-	-
<b>Balance at the end of the year</b>	<b>1,810,649</b>	<b>1,810,649</b>
<b>Securities Premium:</b>		
Balance at the beginning of the year		
Add: Securities Premium on shares issued during the year		
<b>Balance at the end of the year</b>		
<b>Retained earnings</b>		
Balance at the beginning of the year	(69,508,480)	(43,581,570)
Add: Addition During the Year	(3,502,956)	(25,926,910)
<b>Balance at the end of the year</b>	<b>(73,011,435)</b>	<b>(69,508,480)</b>
<b>Total other Equity</b>	<b>(71,200,786)</b>	<b>(67,697,831)</b>

**Note 13(B) Other Reserves**

	<b>As at Mar 31,2025</b>	<b>As at Mar 31,2024</b>
<b>Government Grant:</b>		
Balance at the beginning of the year	1,429,355	1,429,355
Add: Addition during the Year	-	-
<b>Balance at the end of the year</b>	<b>1,429,355</b>	<b>-</b>
<b>Total Other Reserves</b>	<b>(69,771,431)</b>	<b>(66,268,476)</b>

## **Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025**

(All amounts are in INR Rupees, except for share data and where otherwise stated)

### **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, 2025, the Statement of Profit and Loss for the year ended 31 March 2025, the Statement of Cash Flows for the year ended 31 March 2025 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:

<b>S.no</b>	<b>Name of the estimate</b>	<b>Note No</b>	<b>Remarks</b>
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.**

**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.

<b>S.no</b>	<b>Particulars of Disclosures</b>	<b>As at 31<sup>st</sup> March 2025 (Rs.)</b>	<b>As at 31<sup>st</sup> March 2024 (Rs.)</b>
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.

<b>S.no</b>	<b>Asset</b>	<b>Useful life in Years</b>
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-24	Cash Flow	31-Mar-25
		(Net)	
Current Borrowings	-	-	-
Non-current Borrowings	88,39,948	93,80,427	1,82,20,375
<b>Total</b>	<b>88,39,948</b>	<b>93,80,427</b>	<b>1,82,20,375</b>

**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**

There is no Capital Work in Progress 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, Components, Consumables and Stores & 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.
- During the year the company does not have any Inventory. Therefore IND AS 2 not applicable

#### **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 equities 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 equities 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 equities 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.)**

<b>Nature of Contingent Liability</b>	<b>March 31, 2025</b>	<b>March 31, 2024</b>
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:

- a. 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).
- b. 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
- c. 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:

- a) Those that provide evidence of conditions that existed at the end of the reporting period (adjusting events after the reporting period) and
- b) 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 users 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 rise 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.

## 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
<b>Subsidiary companies</b>	NIL
<b>Key Management Personnel</b>	
Pradeep Kamiseti Kumar	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

	As on 31st March 2025	As on 31st March 2024
<b>Loans from Directors</b>		
<b>Loans &amp; Advances</b>		
Opening Balance Receivable/Payable	26,65,100	29,82,150
Advance given	-	-
Advance Taken	26,65,100	3,17,050
Cl. Balance <b>receivable / (payable)</b>	-	<b>26,65,100</b>

### 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, 2025	Year ended March 31, 2024
Nominal Value of Equity Shares (Rupees per Share fully paid-up)	10	10
Profit after Tax (in Rs.) - (A)	(35,02,956)	(2,59,26,910)
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)	(0.06)	(4.26)

- 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, 2025	Year ended March 31, 2024
Nominal Value of Equity Shares (Rupees per Share fully paid-up)	10	10
Profit after Tax (in Rs.) (A)	(35,02,956)	(2,59,26,910)
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	(0.06)	(4.26)

$= A/(C+D)$		
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**33. Derivative instruments and un-hedged foreign currency exposure:**

- a) There are no outstanding derivative contracts as at March 31, 2024, and March 31, 2023.
- b) 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 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
<b>A</b>	<b>Current Assets:</b>		
1	Inventories		-
2	Trade Receivables	-	3,21,17,543
3	Cash and Cash equivalent	3,50,477	46,380
4	Loans	15,05,819	15,05,819
5	Current Tax Asset (Net)	-	-
6	Other Current Asset	30,91,717	1,44,052
	<b>Total Current Assets</b>	<b>49,48,013</b>	<b>3,38,13,794</b>
<b>B</b>	<b>Current Liabilities:</b>		
1	Trade Payables	1,93,05,960	1,93,05,960
2	Other Current Liabilities	94,59,549	1,47,51,685
3	Current Tax Liabilities (net)	7,51,779	7,51,779
	<b>Total Current liabilities</b>	<b>2,95,17,288</b>	<b>3,48,09,424</b>
C	Current Assets-Current Liabilities	<b>(2,45,69,275)</b>	<b>(9,95,630)</b>

**36. Revenue from Operations:**

S.no	Particulars	As at 31 <sup>st</sup> March 2025	As at 31 <sup>st</sup> March 2024
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 <sup>st</sup> March 2025	As at 31 <sup>st</sup> March 2024
1	Sale of Products”	-	-
	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 <sup>st</sup> March 2025	As at 31 <sup>st</sup> March 2024
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, 2025

**40. Auditors’ Remuneration:**

Particulars	March 31, 2025	March 31, 2024
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

<b>SL</b>	<b>Description</b>	<b>March 31<sup>st</sup>, 2025</b>	<b>March 31<sup>st</sup>, 2024</b>
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 **M M Reddy & Co.,**  
Chartered Accountants  
Firm Reg. No. 010371S

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

Maligi Madhusudhana Reddy  
Partner  
Membership No. 213077  
UDIN: 25213077BMIHUC1467

Aparna Reddy  
Dandu  
Director  
DIN No.03298728

Dandu Venkata Ramana  
Reddy  
Director  
DIN: 02957136

Place: Hyderabad  
Date: 30-05-2025.