

V. SACHDEVA & ASSOCIATES

CHARTERED ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

NEOLITE ZKW LIGHTINGS PRIVATE LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **NEOLITE ZKW LIGHTINGS PRIVATE LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2024, the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information. (hereinafter referred to as "the financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standard) Rules, 2021 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2024 and its profit and its cash flows for the year ended on that date.

Basis for Opinion

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

Reporting of Key Audit Matters as per SA701

Reporting of Key audit matters are not applicable to the company as it is an unlisted company.

Information Other than the Financial Statements and Auditor's Report Thereon. ("Other information")

The Company's Board of Directors is responsible for the preparation & presentation of its report (hereinafter called as "Board Report") which comprises various information requires under Sec. 134(3) of the Companies Act 2013 but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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 also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our



opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation

Materiality is the magnitude of misstatements in the 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure-A", a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.



- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules 2014.
 - e. On the basis of written representations received from the directors as on 31 March, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2024, from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With Respect to the adequacy of internal financial controls over financing reporting of the company and operating effectiveness of such controls, refer to para 14(b) of Companies Auditor Report 2020 & our separate Report in "Annexure B" and
3. With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
- i. The company has disclosed the impact of pending litigations on its financial position in its financial statement- Refer Note-54 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses and
 - iii. The clause for transferring amounts to the Investor Education and Protection Fund is not applicable to the Company.
 - iv. a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to



believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The company has not declared or paid any dividend during the year.
- vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account 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 except that, audit trail feature is not enabled for application's underlying database. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of accounting software.
As proviso to Rule 3(1) of the Companies Accounts Rule 2014 is applicable from 01/04/2023, reporting under Rule 11(g) of the Companies (Audit & Auditor's) Rules, 2014 on preservation of audit trail as per statutory requirements for record retention is not applicable for the financial year ended on 31/03/2024.
- vii. With respect to the matter to be included in the Auditors Report u/s 197(16) of the Act, in our opinion and according to the information & explanation given to us, the limit prescribed by section 197 for maximum permissible managerial remuneration is not applicable to a private limited company.

PLACE: NEW DELHI
DATED: 24th Sep 2024

For **V. Sachdeva and Associates**
Chartered Accountants
Firm Registration Number -004417N
**(V. Sachdev)**
Proprietor
Membership No.:-083435
UDIN No. : 24083435BKETDR3294

Annexure-A to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of NEOLITE ZKW LIGHTINGS Private Limited on the financial statements for the year ended on 31.03.24, we report that:

1.
 - a) (i) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment
 - (ii) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has maintained proper records showing full particulars of Intangible assets
 - b) As explained to us, the company has a planned program for physically verifying all Property, Plant and Equipment. Once in three years which in our opinion, is reasonable having regard to the size and nature of assets. During the year, the fixed assets have been physically verified by the management in accordance with the program and no material discrepancies were identified on such verification.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
 - d) The company has not revalued its Property, Plant and Equipment or intangible assets or both during the year
 - e) According to the information and explanations given to us and on the basis of our examination of the records of the company, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
2.
 - a) As informed to us, the inventories have been physically verified by the management at regular intervals during the year. In our opinion, the coverage and procedure of such verification is appropriate and there were no material discrepancies noticed on physical verification of the inventory as compared to the book of accounts.
 - b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the quarterly returns or statements filed by the company with banks or financial institutions who have sanctioned working capital limits in excess of Rs 5 crores, are in agreement with the books of account of the Company.

| For the Quarter | Sanction amount to which the discrepancy relates (Amount in Rs. Lakh) | Nature of the current asset | As per unaudited books of accounts (Amount in Rs. Lakh) | Amount as per quarterly return & statements (Amount in Rs. Lakh) | Difference (Amount in Rs. Lakh) | Remarks for differences |
|-----------------|---|-----------------------------|---|--|---------------------------------|---|
| June 23 | 4100.00 | Creditors | 6295.93 | 6295.92 | 0.02 | Due to routine book closure adjustment. |



| | | | | | | |
|---------|---------|-------------|---------|---------|---------|--|
| June 23 | 4100.00 | Inventories | 4335.96 | 4335.96 | - | Due to routine book closure adjustment. |
| June 23 | 4100.00 | Debtors | 8580.96 | 8597.01 | 16.05 | Due to routine book closure adjustment. |
| Sep. 23 | 4100.00 | Creditors | 6068.80 | 5931.86 | -134.94 | Due to routine book closure adjustment. |
| Sep. 23 | 4100.00 | Inventories | 4538.75 | 4537.40 | -1.35 | Due to routine book closure adjustment. |
| Sep. 22 | 4100.00 | Debtors | 6942.08 | 7659.17 | 717.09 | Due to routine book closure adjustment. |
| Dec. 23 | 4100.00 | Creditors | 6172.47 | 6416.42 | 243.95 | Due to incorrect inclusion of vendors financing under TRaDes Scheme in creditors |
| Dec. 23 | 4100.00 | Inventories | 4755.56 | 4755.56 | - | Due to routine book closure adjustment. |
| Dec. 23 | 4100.00 | Debtors | 9654.12 | 9357.57 | -296.55 | Due to routine book closure adjustment. |
| Mar 24 | 4100.00 | Creditors | 6045.74 | 6365.36 | 319.62 | Due to incorrect inclusion of vendors financing under TRaDes Scheme in creditors |
| Mar 24 | 4100.00 | Inventories | 4196.10 | 4134.48 | -61.62 | Due to routine book closure adjustment. |
| Mar 24 | 4100.00 | Debtors | 8376.86 | 8857.46 | 480.60 | Due to routine book closure adjustment. |

3. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made investments, provided any guarantee or security or granted any loan or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership during the year. However The Company has granted loans to its employees during the year. The requisite information in relation to loan to its employees is stated in paragraph (iii)(a) below.

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has provided loans as below

| Particulars | Loan Amount Rs. In Lacs |
|--|-------------------------|
| -Aggregate amount of loans given to employees during the year | 339.03 |
| - Balance outstanding of loans given to employees as at balance sheet date | 87.59 |



- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the terms and conditions loans granted to employees during the year are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loan to any party during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advance in the nature of loan or advance in the nature of loan either repayable on demand or without specifying any terms or period of repayment.
4. In our Opinion and as per information and explanation given to us, the company during the year has not granted any loans to any directors etc. nor it has given any loans or guarantees or provided any security in connection with a loan to any person or any other body corporate and also has not made any investments. Therefore, the requirement to report under clauses (iv) of para 3 of the Order are not applicable to the Company.
5. According to the information and explanation given to us and the records of the Company examined by us, the Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Therefore, the clause (v) of para 3 of the order is not applicable to the Company.
6. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. However, no detailed examination of the same has been carried out by us.
7. a) According to the records of the company and also the information and explanations given to us, the company is generally regular in depositing with appropriate authorities all undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, Goods and Service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it.



According to the information and explanations given to us, there are no undisputed amounts payable in respect of employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues as at the year end for a period of more than six months from the date they became payable except for an amount of Rs. 1.44 lakhs payable to EPF due to some procedural compliances.

b) According to the records of the Company, No disputed amount is outstanding of income tax, sales-tax, wealth tax, service tax, Goods and Service tax, duty of customs, duty of excise and cess.

8. According to the information and explanations given to us and based on the records, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on Clause 3(viii) of the Order is not applicable to the Company.

9. On the basis of verification of records, on an overall examination of the financial statements of the Company and according to the information and explanations given to us,

a) the company has not defaulted in repayment of dues to a financial institution or banks..

b) the company has not been declared wilful defaulter by any bank or financial institution or other lender;

c) In our opinion and according to the information and explanations given to us, the term loans have been used for the objects for which they were obtained.

d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

e) According to the information and explanation given to us and on overall examination of the financial statements of the Company, the Company has not taken funds from any entities and persons on account of or to meet the obligations of its subsidiaries or associates.

f) According to the information and explanations given to us and based on the records of the Company examined by us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

10. a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.

b) the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year

11. a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

b) During the year, no report under sub-section (12) of section 143 of the Companies Act has been filed by



the auditors in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rule -, 2014 with the Central Government.

c) According to the information and explanations given to us and as represented to us by the management, there are no whistle blower complaints received by the Company during the year.

12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act wherever applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. (a). According to the information and explanations given to us and based on our examination of the records of the Company the company has an internal audit system commensurate with the size and nature of its business;
(b). However no Internal Auditor has been appointed by the Company as per the provisions of section 138 of the Companies Act 2013.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
16. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
(b) In our opinion, there is no core investment company (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
17. The company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
18. There has not been any resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
19. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of assets and payment of liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of



the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. In our opinion and according to the information and explanation given to us, there is no unspent amount towards corporate social responsibility (CSR) as at the end of the year. Accordingly reporting under clause 3(xx)(a) of order is not applicable for the year under sub-section (5) of Section 135 of the companies act 2013 pursuant to any project.

PLACE: NEW DELHI
DATED: 24th Sep 2024

For **V. Sachdeva and Associates**
Chartered Accountants
Firm Registration Number -004417N



(V. Sachdev)
Proprietor
Membership No.:-083435
UDIN No. : 24083435BKETDR3294

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF NEOLITE ZKW LIGHTINGS PRIVATE LIMITED

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

We have audited the internal financial controls over financial reporting of **NEOLITE ZKW LIGHTINGS PRIVATE LIMITED** ("the Company") as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

PLACE: NEW DELHI
DATED: 24th Sep 2024

For **V. Sachdeva and Associates**
Chartered Accountants
Firm Registration Number -004417N



(V. Sachdev)
Proprietor
Membership No.:-083435
UDIN No. : 24083435BKETDR3294

NEOLITE ZKW LIGHTINGS PRIVATE LIMITED
BALANCE SHEET AS AT 31ST MARCH 2024
CIN No. U74899DL1992PTC050702

(Amount Rs. in Lakhs)

| | Notes | AS AT 31.03.2024 | AS AT 31.03.2023 |
|---------------------------------------|-------|---------------------|---------------------|
| I. EQUITY AND LIABILITIES | | | |
| SHAREHOLDERS' FUNDS | | | |
| a) Share Capital | 3 | 1,356.22 | 1,356.22 |
| b) Reserves & Surplus | 4 | 11,639.58 | 9,729.98 |
| | | 12,995.79 | 11,086.20 |
| NON CURRENT LIABILITIES | | | |
| a) Long term borrowings | 5 | 5,234.10 | 5,153.69 |
| b) Deferred Tax Liabilities (net) | 6 | 623.92 | 598.53 |
| c) Long Term Provisions | 7 | 324.12 | 286.00 |
| | | 6,182.14 | 6,038.22 |
| CURRENT LIABILITIES | | | |
| a) Short term borrowings | 8 | 4,003.12 | 4,760.88 |
| b) Trade Payables | 9 | | |
| (i) Dues of micro & small enterprises | | 410.73 | - |
| (ii) Due to Others | | 5,635.01 | 5,998.50 |
| c) Other Current Liabilities | 10 | 4,461.63 | 1,712.45 |
| d) Short Term Provisions | 11 | 195.28 | 167.29 |
| | | 14,705.78 | 12,639.12 |
| TOTAL | | 33,883.71 | 29,763.54 |
| II. ASSETS | | | |
| NON CURRENT ASSETS | | | |
| a) Property, Plant and Equipment | 12 | 13,171.26 | 11,505.34 |
| b) Capital work-in-progress | 12 | 100.88 | - |
| c) Intangible assets | 12 | 45.45 | 84.37 |
| d) Non-current investments | 13 | 0.10 | 0.10 |
| e) Long term Loans and Advances | 14 | - | - |
| f) Other Non Current Assets | 15 | 1,141.14 | 356.80 |
| | | 14,458.84 | 11,946.60 |
| CURRENT ASSETS | | | |
| a) Inventories | 16 | 4,196.10 | 4,405.19 |
| b) Trade receivables | 17 | 8,376.86 | 8,011.34 |
| c) Cash and Bank Balances | 18 | 3,959.94 | 2,819.44 |
| d) Short term Loans and Advances | 19 | 2,645.68 | 2,154.97 |
| e) Other current assets | 20 | 246.29 | 425.99 |
| | | 19,424.87 | 17,816.93 |
| TOTAL | | 33,883.71 | 29,763.54 |

Significant Accounting Policies and Notes to Financial Statement 1 to 58

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board of Directors of
NEOLITE ZKW LIGHTINGS PVT. LIMITED

(Rajesh Jain)
 Director

(Vaishali Jain)
 Director

(Arun Kumar Jain)
 Company Secretary
 (M. NO. A11694)

(DIN 01481291) (DIN 1481308)

Place : New Delhi

Date : 24th September 24

As per our report of even date
 for V Sachdeva & Associates
 Firm Registration Number: 004417N
 Chartered Accountants



V.Sachdev
 Proprietor

(Membership No. 083435)

UDIN- 24083435BKETDR3294

NEOLITE ZKW LIGHTINGS PRIVATE LIMITED**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2024****CIN No. U74899DL1992PTC050702**

(Amount Rs. in Lakhs)

| | Note No. | Current Year 2023-2024 | Previous Year 2022-2023 |
|--|-------------|---------------------------|----------------------------|
| INCOME | | | |
| Revenue from Operation | | | |
| Net Sales | 21 | 37,577.98 | 39,510.75 |
| Less :- Excise Duty | | | - |
| a) Net Sales | | 37,577.98 | 39,510.75 |
| b). Operating Income | 22 | 2,765.12 | 1,078.79 |
| Revenue from Operations | | 40,343.09 | 40,589.54 |
| c) Other Income | 23 | 138.88 | 83.74 |
| TOTAL INCOME (A) | | 40,481.98 | 40,673.29 |
| EXPENSES | | | |
| Cost of Raw Materials Consumed | 24 | 21,453.53 | 22,412.99 |
| Purchase of Stock in Trade | 25 | 429.99 | 171.76 |
| Changes in Inventories of Finished Goods, | | | |
| Work in progress and Stock in trade | 26 | 266.65 | 2,612.55 |
| Employee Benefits Expenses | 27 | 6,108.10 | 4,587.21 |
| Finance Costs | 28 | 824.33 | 717.43 |
| Depreciation and Amortization Expense | 12 | 1,338.35 | 1,158.49 |
| Other Expenses | 29 | 7,425.91 | 6,910.17 |
| TOTAL EXPENSES (B) | | 37,846.85 | 38,570.60 |
| PROFIT AVAILABLE FOR DISTRIBUTION (A-B) | | 2,635.13 | 2,102.68 |
| PROFIT BEFORE TAX | | | |
| TAX EXPENSES | | | |
| Current Tax / MAT payable | | 700.61 | 600.00 |
| Less : MAT Credit Entitlement | | - | - |
| a). Net Current Tax Expense | | 700.61 | 600.00 |
| b). Deferred Tax | | 25.39 | (72.43) |
| c). Taxes of earlier year | | (0.47) | 12.74 |
| | | 24.92 | (59.69) |
| PROFIT AFTER TAX FOR THE PERIOD FROM | | 1,909.60 | 1,562.37 |
| CONTINUING OPERATIONS | | | |
| Earning per Equity Share | | | |
| (Nominal value Rs 100 per share) | | | |
| -Basic | | 161.86 | 132.43 |
| -Diluted | | 161.86 | 132.43 |
| No. of shares (Weighted average) | | 11,79,748 | 11,79,748 |

Significant Accounting Policies and Notes to Financial Statement 1 to 58
The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board of Directors of
NEOLITE ZKW LIGHTINGS PVT. LIMITED

(Rajesh Jain)
Director

(Vaishali Jain)
Director

(Arun Kumar Jain)
Company Secretary

(DIN 01481291) (DIN 1481308)

(M. NO. A11694)

Place : New Delhi

Date : 24th September 24

As per our report of even date
for V Sachdeva & Associates
Firm Registration Number: 004417N
Chartered Accountants



V. Sachdev
Proprietor

(Membership No. 083435)

UDIN- 24083435BKETDR3294

| Particulars | (Amount Rs. in Lakhs) | |
|--|-----------------------|-------------------|
| | Year ended | |
| | 31-Mar-24 | 31-Mar-23 |
| A Cash flow from Operating Activities: | | |
| Profit (Loss) Before Tax | 2,635.13 | 2,102.68 |
| Adjustments for: | | |
| Depreciation & amortisation expense | 1,338.35 | 1,158.49 |
| Net loss (gain) on sale of property plant and equipment | (0.74) | (11.31) |
| Unrealised foreign exchange (gain)/Loss | (297.24) | 28.76 |
| Provision for bad and doubtful debt | 83.35 | 3.86 |
| Provision for Warranties | - | 4.16 |
| Bad debts written-off | 0.06 | 1.56 |
| Finance costs | 824.33 | 717.43 |
| Interest Income on fixed deposits, Mutual fund and others deposits | (31.52) | (71.37) |
| Operating Profit (Loss) before Working Capital changes | 4,551.72 | 3,934.27 |
| Adjustment for changes in Working Capital: | | |
| Decrease/(Increase) in other non-current assets | (784.35) | 480.85 |
| Decrease/(Increase) in inventories | 209.09 | 2,397.63 |
| Decrease/(Increase) in trade receivables | (118.32) | 401.06 |
| Decrease/(Increase) in loans (current) | (490.71) | 3,285.41 |
| Decrease/(Increase) in other current assets | 179.69 | (44.45) |
| (Decrease)/Increase in non-current provisions | 38.11 | 41.01 |
| (Decrease)/Increase in trade payables | 31.61 | 884.04 |
| (Decrease)/Increase in current provisions | (52.46) | (149.07) |
| (Decrease)/Increase in other current liabilities | 2,749.18 | (5,756.27) |
| Cash generated from Operating Activities | 6,313.59 | 5,474.46 |
| Income tax paid | (619.69) | (582.53) |
| Net cash from/(used in) Operating Activities (A) | 5,693.90 | 4,891.94 |
| B Cash flow from Investing Activities: | | |
| Payments for purchase of property, plant and equipment, intangible assets, capital work in progress and capital advances | (3,142.69) | (2,369.85) |
| Proceeds from sale of property, plant and equipment | 59.44 | 25.41 |
| Interest Income on fixed deposits, Mutual fund and others deposits | 31.52 | 71.37 |
| Net cash from/(used in) Investing Activities (B) | (3,051.73) | (2,273.07) |
| C Cash flow from Financing Activities: | | |
| (Decrease)/Increase in other Loan liabilities (non current) | 80.41 | 131.14 |
| (Decrease)/Increase in other Loan liabilities (current) | (757.76) | 362.60 |
| Finance cost paid other than finance lease | (824.33) | (717.43) |
| Net cash from/(used in) Financing Activities (C) | (1,501.68) | (223.69) |
| D Net Increase/(Decrease) in cash & cash equivalents (A+B+C) | 1,140.49 | 2,395.18 |
| Add:-Cash and cash equivalents at the beginning of the period | 2,819.44 | 424.27 |
| Cash and cash equivalents at the end of period | 3,959.94 | 2,819.44 |
| E Component of cash and cash equivalents | | |
| Cash on hand | 7.43 | 10.57 |
| Balance with Banks: | | |
| Deposits with original maturity of less than three months | 2,220.02 | 1,249.54 |
| Deposits with original maturity of more than three months | 11.05 | 0.14 |
| Balance with bank in current accounts | 1,721.44 | 1,559.19 |
| Total cash and cash equivalents | 3,959.94 | 2,819.44 |

Note:1. The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.

Note:2.Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure

For and or behalf of the Board of Directors
M/S NEOLITE ZKW LIGHTINGS PRIVATE LIMITED

Rajesh Jain
Director
(DIN 01481291)
Place :- New Delhi
Date : 24th September 24

Vaishali Jain
Director
(DIN 01481308)

Arun Kumar Jain
Company Secretary
(M No. A11694)

As per our report of even date
for V Sachdeva & Associates
Firm Registration Number: 004417N
Chartered Accountants



V.Sachdev
Proprietor
(Membership No. 083435)
UDIN- 24083435BKETDR3294

Summary of Significant Accounting Policies.

1 Corporate Information

NEOLITE ZKW LIGHTINGS PRIVATE LIMITED ('the company') is in the business of supplying, manufacturing and exporting of auto components, mainly automotive lighting systems for four wheeler applications. The company's registered office is in New Delhi and it has manufacturing facilities at Bahadurgarh & Gurgaon. During the year, It has also started manufacturing and supply of homelighings products in domestic Market.

2. a).Basis of Preparation of Financial Statements

The Financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of Companies Act, 2013, read with Companies (Accounting Standard) Rules, 2021 and the relevant provisions of Companies Act, 2013, as applicable, other pronouncements of the Institute of Chartered Accountants of India . The financial statements have been prepared as a going concern on accrual basis under the historical cost convention.

b). The Figures are rounded off to nearest rupees in lakhs unless otherwise stated.

2.1 Summary of Significant Accounting Policies

a. Presentation and disclosure of financial statements

The accounting policies have been consistently applied by the company and are consistent with those applied in previous year. However, the change as required by a change or revision to an existing Accounting Standard are dealt in the appropriate paras in the notes forming part of the financial statments.

b. Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported amount of revenue, expenses , assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statement. Difference between the actual result and estimates are recognized in the period in which the results are known/materialized. Example of such estimates includes provision for doubtful debts, provisions for warranty expenses, provision for income tax, useful life of tangible and intangible fixed assets etc. The estimates are based upon management knowledge of current events and economic circumstances.

c. Current-Non Current Classification

All assets and liabilities are classified into current and non-current.

All assets and liabilities are classified into current and non-current.

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

- (a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realised within 12 months after the reporting date; or,
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for a least 12 months after the reporting date

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within 12 months after the reporting date; or,
- (d) 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 a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Operating Cycle

Based on the nature of products/activities of the Company and the normal time between the acquisition of assets for processing and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of current and non current classification of assets and liabilities

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d. Property Plant & Equipment

- (i) Property Plant & Equipment are valued at the historical cost of acquisition, construction or manufacturing cost, as the case may be, less accumulated depreciation and/or impairment loss, if any. Cost of an item of tangible fixed asset comprises its purchase price, import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the assets to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Borrowing cost during the period of construction or installation of fixed assets which take substantial period of time to get ready for its intended use up to the date of commencement of commercial production is added to the cost of respective tangible assets. Profit or loss on disposal on tangible assets is recognised in the Statement of Profit & Loss.
- (ii) Subsequent expenditures related to an item of Property Plant & Equipment asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.
- (iii) Intangible assets are shown at the consideration paid for acquisition less accumulated amortization, They do not have a reliable value less than the value recorded in the books.
- (iv) Own manufactured tangible assets are capitalized at cost including an appropriate proportion of manufacturing overheads based on normal operating capacities & portion of indirect cost directly attributed to the manufacturing.
- (v) Capital work-in-progress comprises the cost of Property Plant & Equipment that are not yet ready for their intended use at the balance sheet date & expenditure during construction period pending allocation. It also includes fixed assets in transit that are not yet received for their intended use at the balance sheet date.
- (vi) Advances given towards acquisition to fixed assets outstanding at each balance sheet are disclosed as long term loans and advances.

e. Depreciation and Amortisation

- (i) Depreciation on Property Plant & Equipment assets acquired during the year is charged on 'Straight Line Method' in accordance with the useful life specified in Part "C" of Schedule II of the Companies Act, 2013.
- (ii) Depreciation on assets sold, discarded or demolished during the year is being provided at their rates till the date they are sold, discarded or demolished.
- (iii) Intangible assets in the nature of Technical Knowhow and Trade Marks are amortised over period of 5 years.

f. Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost or fair value determined on an individual investment basis. Long-term investments are carried at cost. Provision for diminution in the value of Investment is made only if such a decline is other than temporary in the opinion of management.

g. Leases

Leases other than finance lease, are operating leases, and such leased assets are not recognized on the Company's balance sheet. Payments under operating leases are recognized as an expense in statement of operations.

h. Borrowing Cost

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost in connection with the arrangement of borrowings. Borrowing costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

i. Impairment

Consideration is given at each balance sheet date to determine whether there is any indication of impairment of the carrying amount of the Company's fixed assets. If any indication exists, an asset's recoverable amount is estimated, an impairment loss is recognized whenever the carrying amount of an assets exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing Value in use, the estimated future cash flows is discounted to their present value based on an appropriate discount factor.

j. Inventories

- i) Raw materials, components, stores and spares are valued at lower of cost or net realizable value. However, raw materials and other supplies held for use in the production of finished products are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. The valuation of inventories of raw material & component, traded goods and stores & spares (including packaging material) has been done on the basis of moving weighted average method.



- (ii) Semi-finished goods and finished goods are valued lower of cost or net realizable value. Cost includes direct materials and direct labour and a proportion of manufacturing overheads based on normal operating capacity.
- (iii) Moulds, block & dies are valued at lower of cost or net realizable value. Manufactured moulds, block & dies include direct material, direct labour and a proportion of manufacturing overhead based on normal operating capacity
- (iv) Inventories of non-reusable waste say scrap for which facilities for reprocessing do not exist have been valued at net realizable value.
- (v) Goods in transit are stated as a component of inventories if the significant risk and rewards of ownership have passed. Goods in transit are stated as a component of inventories if the significant risk and rewards of ownership have passed.
- (vi) Net realisable 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.
- (vii) Goods intended for export and lying at various shipping ports for custom clearance are recognised as finished goods.

k. Revenue Recognition

- (i) Revenue is recognized to the extent of the probability of the economic benefits flowing to the company, which can be reliably measured.
- (ii) The sale of goods is recognized when the significant risk & rewards of ownership have transferred to the customers.
- (iii) Revenue from Export Sale of Goods is recognised on the date of 'Let Export date' provided by the custom department, Ministry of Revenue
- (iv) Revenue on production of mould to be sold to customer is recognized on percentage of completion method on the revenue against contracts which extend beyond 25% of stage of completion.
- (v) Revenue in respect of contracts for services is recognized on completion of services.
- (vi) Interest income is accounted on accrual basis.
- (vii) Inter-unit/warehouse transfer has not been considered as part of "Turnover".
- (viii) Insurance claims are accounted for on the basis of claim admitted/expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

l. Export Incentives

- (i) Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants/subsidy will be received.
- (ii) Benefit on account of entitlement to import goods free of duty under the "RODTEP Scheme" are recognized in the year the goods are exported if the same can be measured with reasonable accuracy.
- (iii) Duty drawback is recognised at the time of exports.

m. Research and Development

Research expenses are charged to Statement of Profit & Loss as and when incurred. Development expenses are capitalized when the Company is certain to recover the development cost from future economic benefits in accordance with AS-26. Fixed Assets utilized for research and development are capitalized and amortised in accordance with the policies stated for tangible and intangible fixed assets.

n. Expenditure on New Projects and Substantial Expansion

Expenditure during the construction period of new units/substantial expansion is debited to fixed assets (expenditure during the construction pending allocation has been debited to capital work in progress account) which are specifically attributable to construction of project or to the acquisition of a fixed assets or bringing it to its working condition and other expenditure during the construction period which are not specifically attributable to construction of projects or to the acquisition of a fixed assets or bringing to its working condition are recognized as an expenses when it is incurred.

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o. Foreign Currency Transactions and Translations

Initial Recognition

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Measurement of Foreign Currency Monetary Items at the Balance Sheet date

- (i) Foreign currency monetary items of the Company outstanding at the Balance Sheet date are restated at the year-end rates.
 - (ii) Foreign currency non monetary items are carried at cost.
 - (iii) Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company are recognized as income or expense in the Statement of Profit and Loss.
 - (iv). Forward Exchange contracts not intended for trading or speculation
- The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the period.

p. Retirement and other Employee Benefits

- (i) Retirement Benefits in the form of Provident Fund and ESI schemes are a defined contribution plans and the contributions are charged to Statement of Profit & Loss of the year when the contributions to the respective funds are due.
- (ii) Leave encashment is applicable to all permanent and full time employees of the company and is provided for on the basis of actuarial valuation made at the end of each financial year using Projected Unit Credit Method.
- (iii) Gratuity is a defined benefit obligation and is provided on the basis of an actuarial valuation made at the end of each financial year using Projected Unit Credit Method. The Liability as at the year end represents the difference between the actuarial valuation of the future gratuity liability of the continuing employee and the fair value of plan assets as at the end of the year.
- (iv) Actuarial gains/losses are immediately taken to the statement of profit and loss.

q. Taxation

- (i) Provision for tax is made for the current accounting period on the basis of the taxable profits computed accordance with the Income Tax Act, 1961.
- (ii) The Provision of Mat are not applicable to the Company as it has adopted for payment of tax under section 115BAA of the Income Tax Act 1961.
- (ii) Deferred Tax are recognized on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent period. Deferred Tax assets are recognized subject to the consideration of prudence. Deferred Tax Assets and Liabilities are measured using the tax rates as per tax Laws that have been enacted or substantively enacted as on the Balance Sheet date.

r. Segment Reporting Policies

The Company is primarily engaged in the business of manufacture of various types of Automotive Lighting Equipment. The entire operations are governed by the same set of risks and return hence the entire operations represent a single primary segment. The analysis of geographical segments is based on the location of the customers i.e. customers located within India and customers located outside India.

s. Earnings Per Share

In determining Earning per Share, the Company considers the net profit after tax and includes the post tax effect of any extraordinary/ exceptional item. The number of shares used in computing basic earning per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earning per share comprises the weighted average shares considered for deriving Basis earnings per shares and also the weighted average number of shares that could have been issued on the conversion of all dilutive potential equity shares unless the result would be anti-dilutive. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

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t. Provisions, Contingent Liabilities and Contingent Assets

i. A provision is recognized when the Company has a present obligation as a result of past event, and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

ii) Provisions of warranty - related costs are recognised when the product is sold or services provided. Provisions are based upon estimates.

iii) A contingent liability is a possible obligations that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The company does not recognise a contingent liability but discloses its existence in the financial statements.

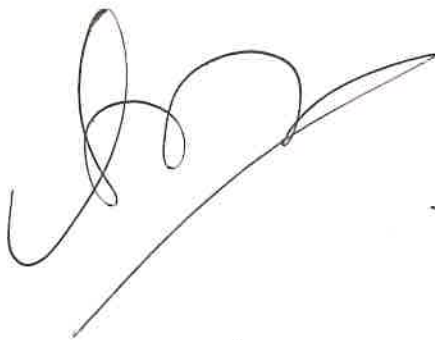
iv) A contingent asset is neither recognised nor disclosed in the financial statements.

u. Cash and Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible in to cash and having original maturities of three months or less from the date of purchase, to be cash equivalents.

v. Cash Flow Statement

Cash flows statement are reported using the indirect method, 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.



NEOLITE ZKW LIGHTINGS PRIVATE LIMITED

Notes to financial statements for the year ended 31st March 2024

(Amount Rs. in Lakhs)

| PARTICULARS | AS AT 31.03.2024 | AS AT 31.03.2023 |
|--|---------------------|---------------------|
| 3. SHARE CAPITAL | | |
| <u>Authorized Share Capital</u> | | |
| 20,00,000 (Prv. Year 20,00,000) Equity shares of Rs 100/- each | 2,000.00 | 2,000.00 |
| 7,00,000 (Prv. Year 7,00,000) Compulsory Convertible Non-Cumulative Preference Share (CCPS) of ₹ 100/-each | 700.00 | 700.00 |
| | 2,700.00 | 2,700.00 |
| <u>Issued, Subscribed & Paid-up</u> | | |
| 11,79,748 (Prv. Year 11,79,748) Equity Shares of ₹ 100/- each fully paid up | 1,179.75 | 1,179.75 |
| 1,76,470 (Prv. Year 1,76,470) Compulsory Convertible Non-Cumulative Preference Share (CCPS) of ₹ 100/-each fully paid up | 176.47 | 176.47 |
| TOTAL | 1,356.22 | 1,356.22 |

A) Terms/rights attached to each class of shares

1.EQUITY SHARES

- a).The company has only one class of shares referred to as equity shares having a par value of Rs 100/- each. Each holder of equity shares is entitled to one vote per share.
b).In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts if any. The distribution will be in proportion to the number of equity shares held by the Share holder

2.COMPULSORY CONVERTIBLE NON- CUMULATIVE PREFERENCE SHARES (CCPS)

- a).The Company has Compulsory Convertible Non-Cumulative preference shares (CCPS) having face value of ₹ 100/- each.
b). The CCPS shall carry a right to a preference dividend @0.1% per annum in relation to the paid-up capital.
c). In the case of liquidation, the holder of the CCPS shall be entitled to a preferential right of return on the amount paid-up or deemed to have been paid-up. The remaining assets and funds of the company available for distribution to share holders shall be distributed among the holders of CCPS and the balance among equity share holders based on the number of share held by each of them.
d). The CCPS shall be compulsory convertible into equity shares simultaneously or after the sale of 26% shares held by ZKW in the Market or to Rajesh Jain & Associates or to any third party buyer.
e). The Conversion of CCPS into equity shares shall be made at price and ratio to be approved by the Board which, in any case, shall not be less than the ratio of one CCPS to one equity share

A)Details of shareholder holding more than 5% Equity shares In the company

| Name of the Shareholder | AS AT 31.03.2024 | | AS AT 31.03.2023 | |
|--|-------------------|--------------|-------------------|--------------|
| | No of shares held | % of Holding | No of shares held | % of Holding |
| 1) Rajesh Jain | 7,93,012 | 67.22% | 7,93,012 | 67.22% |
| 2) ZKW Group GMBH | 3,06,735 | 26.00% | 3,06,735 | 26.00% |
| 3) Pramod Plastic Industries Private Limited | 80,001 | 6.78% | 80,001 | 6.78% |
| The Shareholding represents the legal ownership of the shareholder | | | | |

B)Details of shareholder holding more than 5% Preference shares(CCPS) in the company

| Name of the Shareholder | AS AT 31.03.2024 | | AS AT 31.03.2023 | |
|--|-------------------|--------------|-------------------|--------------|
| | No of shares held | % of Holding | No of shares held | % of Holding |
| 1) Neokraft Global Private Limited | 65,058 | 36.87% | 65,058 | 36.87% |
| 2) Pramod Plastic Industries Private Limited | 1,11,412 | 63.13% | 1,11,412 | 63.13% |
| The Shareholding represents the legal ownership of the shareholder | | | | |

C) There is no change in share capital of the company.

D) Reconciliation of Equity share capital

| Particulars | AS AT 31.03.2024 | AS AT 31.03.2023 |
|-------------------------------|------------------|------------------|
| | No of shares | No of shares |
| Opening Balance | 1179748 | 1179748 |
| Shares Issued during the year | 0 | 0 |
| Reduced during the year | 0 | 0 |
| Closing Balance | 1179748 | 1179748 |

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NEOLITE ZKW LIGHTINGS PRIVATE LIMITED
Notes to financial statements for the year ended 31st March 2024

(Amount Rs. in Lakhs)

PARTICULARS
**AS AT
31.03.2024**
**AS AT
31.03.2023**
E) Reconciliation of Preference share capital (CCPS)

| Particulars | AS AT 31.03.2024 | AS AT 31.03.2023 |
|-------------------------------|------------------|------------------|
| | No of shares | No of shares |
| Opening Balance | 176470 | 176470 |
| Shares Issued during the year | 0 | 0 |
| Reduced during the year | 0 | 0 |
| Closing Balance | 176470 | 176470 |

F) Equity Shareholding of Promoters and Changes Therein.

| Promoter Name | AS AT 31.03.2024 | % held | % change during the year | % change |
|--|------------------|--------|--------------------------|----------|
| | No of shares | | change | |
| 1) Rajesh Jain | 7,93,012 | 67.22% | - | - |
| 2) ZKW Group GMBH | 3,06,735 | 26.00% | - | - |
| 3) Pramod Plastic Industries Private Limited | 80,001 | 6.78% | - | - |

G) Preference share capital (CCPS) Shareholding of Promoters and Changes Therein.

| Promoter Name | AS AT 31.03.2024 | % held | % change during the year | % change |
|--|------------------|--------|--------------------------|----------|
| | No of shares | | change | |
| 1) Neokraft Global Private Limited | 65,058 | 36.87% | - | - |
| 2) Pramod Plastic Industries Private Limited | 1,11,412 | 63.13% | - | - |

4. RESERVES & SURPLUS
(a) SECURITIES PREMIUM RESERVE

| | | |
|--|----------|----------|
| Opening Balance | 4,216.79 | 4,216.79 |
| Add : Securities premium credited on Share issue | - | - |
| Less : Premium Utilized | - | - |
| Closing Balance | 4,216.79 | 4,216.79 |

(b) SURPLUS - in the statement of Profit & Loss

| | | |
|---|----------|----------|
| Balance as at the beginning of the year | 5,513.19 | 3,950.82 |
| Add:- Profit /(Loss) for the year | 1,909.60 | 1,562.37 |
| Balance as at the end of the year | 7,422.79 | 5,513.19 |

TOTAL
11,639.58
9,729.98
5. LONG TERM BORROWINGS
PARTICULARS
a. SECURED LOANS
TERM LOAN
Rupee Loan

a) from Banks

b) from Others

Foreign Currency Loan

a) from Banks

VEHICLE LOANS

a) from Banks

b. UNSECURED LOANS

a) from Banks

b) from Related Parties

c) from Others

| PARTICULARS | NON CURRENT PORTION | | CURRENT MATURITIES | |
|-------------------------|---------------------|------------------|--------------------|------------------|
| | AS AT 31.03.2024 | AS AT 31.03.2023 | AS AT 31.03.2024 | AS AT 31.03.2023 |
| a) from Banks | 815.21 | 1,167.42 | 352.21 | 281.78 |
| b) from Others | - | - | - | - |
| a) from Banks | 2,210.25 | 1,690.55 | 1,053.65 | 674.43 |
| | 3,025.46 | 2,857.97 | 1,405.87 | 956.21 |
| a) from Banks | 237.25 | 105.29 | 93.63 | 70.51 |
| | 237.25 | 105.29 | 93.63 | 70.51 |
| a) from Banks | 1,971.38 | 2,190.43 | 219.04 | 219.04 |
| b) from Related Parties | - | - | - | - |
| c) from Others | 1,971.38 | 2,190.43 | 219.04 | 219.04 |
| TOTAL | 5,234.10 | 5,153.69 | 1,718.54 | 1,245.76 |

TOTAL
5,234.10
5,153.69
1,718.54
1,245.76


NEOLITE ZKW LIGHTINGS PRIVATE LIMITED

Notes to financial statements for the year ended 31st March 2024

(Amount Rs. in Lakhs)

PARTICULARS

AS AT
31.03.2024

AS AT
31.03.2023

Security and Term of Loans

INDIAN RUPEES TERM LOANS FROM BANKS INCLUDE

a). HDFC Bank Limited :- Foreign Currency Loan Converted into INR :- Loan Outstanding Rs 52.87 Lakhs Previous year (Rs. 52.87 Lakhs) During the financial year 20-21 five instalments towards the foreign currency loan were converted into INR Loan on account moratorium sanction as per RBI Guidelines on Covid 19 Pandemic.

b). HDFC Bank Limited :- Emergency Credit Line Guaranteed Scheme Loan Outstanding Rs 1,114.55 Lakhs Previous Year Rs. 1,396.33 Lakhs loan Sanctioned in march 2021 having Tenor of 60 Months with a moratorium of 12 Months. Secured against extension of second ranking charge over existing primary and collateral securities including mortgages created in favour of Bank and security created over the Hypothecated Assets of the Borrower out of this facility.

Loan is secured by

- 1st parri passu charge on current assets of the company both present and future excluding receivable by HDFC Bank Ltd)
- 1st parri passu charge on moveable fixed assets of the company both present and future.
- The above loan is personal guaranteed by two directors viz Mr. Rajesh Jain and Mrs. Vaishali Jain.
- Exclusive charge by way of Equitable Mortgage of Land and Building situated at Plot no. 36, sector 4B, Industrial Estate, Bahadurgarh, Haryana.

FOREIGN CURRENCY TERM LOANS FROM BANKS INCLUDE

a). HDFC Bank Limited :- Loan Outstanding Rs 3,263.90 Lakhs (Previous year (Rs.2,364.98 Lakhs) has a tenor of 3 years 6 months with 41 Monthly installments & interest is payable monthly and carries a rate of interest 6.95% presently.

Loan is secured by

- 1st parri passu charge on current assets of the company both present and future excluding receivable by HDFC Bank Ltd.
- 1st parri passu charge on moveable fixed assets of the company both present and future.
- The above loan is personal guaranteed by two directors viz Mr. Rajesh Jain and Mrs. Vaishali Jain.
- Exclusive charge by way of Equitable Mortgage of Land and Building situated at Plot no. 36, sector 4B, Industrial Estate, Bahadurgarh, Haryana.

| Maturity Profile of Term Loan | 1-2 years | 2-3 years | 3-4 years | Beyond 4 years |
|-------------------------------|-----------|-----------|-----------|----------------|
| | 1,440.11 | 981.57 | 337.11 | 266.67 |

VEHICLE LOANS

Vehicle loan from banks and others as on 31/03/2024 Rs 330.89 Lakhs (Previous Year Rs 175.80 Lakhs) carry a rate of interest ranging from @ 10% to 13.5%. These are secured by way of hypothecation of the respective vehicles and personal guarantee of 1/2 Director

| Maturity Profile of Vehicle Loan | 1-2 years | 2-3 years | 3-4 years | Beyond 4 years |
|----------------------------------|-----------|-----------|-----------|----------------|
| | 78.39 | 69.09 | 62.67 | 27.11 |

INDIAN RUPEES UNSECURED TERM LOANS FROM BANK INCLUDE

a). HDFC Bank :- Loan Outstanding Rs 2,190.43 Lakhs Previous year (Rs 2,409.47 Lakhs) has a tenor of 12 years with 144 monthly installment and starting from the first day of the month following the month in which the disbursement will have been completed & interest is payable monthly and carries a rate of interest 7.75%, i) Equitable mortgage on land and building, bearing No.3RD Avenue Farm No. 4, Chandanpura, Bandh Road, Chattarpur, New Delhi -74 in the Name of M/s Neometal and Electrical Industries Private Limited, Sh. Rajesh Jain and Smt. Vaishali Jain as Co- Borrower.

| Maturity Profile of Unsecured Loan from Bank | 1-2 years | 2-3 years | 3-4 years | Beyond 4 years |
|--|-----------|-----------|-----------|----------------|
| | 219.04 | 219.04 | 219.04 | 1,314.26 |

6. DEFERRED TAX LIABILITY (Net)

Deferred Tax Liabilities

i). On difference in Depreciation and other differences in book value of Fixed assets as per financial books and Income tax

Gross deferred tax liability

820.96

735.48

Less:- Deferred Tax Assets

197.04

136.96

Net Deferred Tax Liability

623.92

598.53

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NEOLITE ZKW LIGHTINGS PRIVATE LIMITED
Notes to financial statements for the year ended 31st March 2024

(Amount Rs. in Lakhs)

| PARTICULARS | AS AT 31.03.2024 | AS AT 31.03.2023 |
|--|---------------------|---------------------|
| 7. LONG TERM PROVISIONS | | |
| Provision for Retirement Benefits for employees | | |
| Gratuity | 245.68 | 223.88 |
| Leave Encashment | 78.44 | 62.12 |
| TOTAL | 324.12 | 286.00 |
| 8. SHORT TERM BORROWINGS | | |
| SECURED LOANS | | |
| a). Current Maturity of Long- term debt (See Note :- 5) | 1,499.50 | 1,026.72 |
| b). Working capital Loans repayable on demand from Banks | | |
| a) Rupee Loan | | |
| i). HDFC Bank Limited | 2,284.29 | 3,323.62 |
| c) Foreign Currency Loan | | |
| i). HDFC Bank Limited | | 191.21 |
| | 2,284.29 | 3,514.83 |
| UNSECURED LOANS | | |
| a). from Bank's | | |
| Current Maturity of Long- term debt (See Note :- 5) | 219.04 | 219.04 |
| b). from others | | |
| c). from related parties | 0.29 | 0.29 |
| TOTAL | 4,003.12 | 4,760.88 |
| INDIAN RUPEES LOANS FROM BANKS INCLUDE | | |
| a). HDFC Bank Limited :- Loan Outstanding Rs 2,284.29 Lakhs Previous year (Rs 3,323.62 Lakhs)oan repayable on demand and carries a rate of interest MCLR(1year) +1.20% presently 9.95%. | | |
| Loan is secured by | | |
| i) 1st parri passu charge on current assets of the company both present and future excluding receivable by HDFC Bank Ltd) | | |
| ii) 1st parri passu charge on moveable fixed assets of the company both present and future. | | |
| iii). The above loan is personal guaranteed by two directors viz Mr. Rajesh Jain and Mrs Vaishali Jain. | | |
| iv) Exclusive charge by way of Equitable Mortgage of Land and Building situated at Plot no. 36, sector 4B, Industrial Estate, Bahadurgarh, Haryana. | | |
| FOREIGN CURRENCY LOANS FROM BANKS INCLUDE | | |
| a). HDFC Bank Limited :- Loan Outstanding ₹ NIL (Previous year Rs 191.21 Lakhs) | | |
| Loan was secured by | | |
| i) 1st parri passu charge on current assets of the company both present and future excluding receivable by HDFC Bank Ltd) | | |
| ii) 1st parri passu charge on moveable fixed assets of the company both present and future. | | |
| iii). The above loan is personal guaranteed by two directors viz Mr. Rajesh Jain and M₹ Vaishali Jain. | | |
| iv) Exclusive charge by way of Equitable Mortgage of Land and Building situated at Plot no. 36, sector 4B, Industrial Estate, Bahadurgarh, Haryana. | | |
| 9. CURRENT TRADE PAYABLES | | |
| Trade Payables | | |
| (i) Dues of micro & small enterprises | 410.73 | |
| (ii) Due to other's | | |
| a. Due to enterprises other than micro & small | 2,139.36 | 5,998.50 |
| b. Other Payables | 3,495.65 | |
| | 5,635.01 | 5,998.50 |
| TOTAL | 6,045.74 | 5,998.50 |

1. Other Payable pertian to vendor bill discounting facilities obtained under TReDS Scheme announced vide MCA Notifications issued 21/11/2018 for MSME's. Balance outstanding towards Bank Rs. 2,997.50 Lakhs and to NBFC Rs. 4,98.15 Lakhs The facility carry interest 9.25% to 9.70% with tenor of 60 to 120 days.
2. For Trade Payable Aging schedule -See note no 40



NEOLITE ZKW LIGHTINGS PRIVATE LIMITED

Notes to financial statements for the year ended 31st March 2024

(Amount Rs. in Lakhs)

| PARTICULARS | AS AT 31.03.2024 | AS AT 31.03.2023 |
|--|---------------------|---------------------|
| 10. OTHER CURRENT LAIBILITIES | | |
| Interest accrued but not due on borrowings | 3.46 | 3.11 |
| Interest accrued and due on borrowings | 42.39 | 51.44 |
| OTHERS | | |
| Creditors for Capital Goods | 79.83 | 174.49 |
| Advances from Customers | 2,733.56 | 291.06 |
| Liabilities for Expenses | 1,337.40 | 993.23 |
| Statutory Dues | 215.99 | 149.13 |
| Security Deposit from Customers | 49.00 | 50.00 |
| TOTAL | 4,461.63 | 1,712.45 |
| 11. SHORT TERM PROVISIONS | | |
| Provision for Retirement Benefits for employees | | |
| Gratuity | 77.18 | 72.84 |
| Earned Leave | 11.59 | 23.85 |
| OTHERS | | |
| Provision for Taxation | | |
| I. Income tax (net of advance tax) | 80.92 | 30.21 |
| Warranties | 80.92 | 30.21 |
| | 25.60 | 40.39 |
| TOTAL | 195.28 | 167.29 |
| Provision for warranties | | |
| The company gives warranties on certain products and services, undertaking to repair and replace the items that fails to perform satisfactorily during the warranty period. Provision made as at 31.03.24 represents the amount of the expected cost of meeting such obligation of rectification or replacement. The timing of the outflow is expected to be within warranty period. | | |
| Particulars | 31.03.24 | 31.03.23 |
| Opening Balance | 40.39 | 36.23 |
| Addition | - | 4.16 |
| Utilization | 14.79 | - |
| Closing Balance | 25.60 | 40.39 |



Neolite ZKW Lightings Private Limited

12. (a) PROPERTY, PLANT AND EQUIPMENT

| Particulars | Land | Buildings | Plant & Equipment | Furniture & Fixtures | Vehicles | Office Equipment | (Amount Rs. in Lakhs) | | |
|-----------------------------|---------------|-----------------|-------------------|----------------------|-----------------|------------------|-------------------------|---------------|------------------|
| | | | | | | | Electrical Installation | Computers | Total |
| Gross Block | | | | | | | | | |
| As at 31 March, 2022 | 969.17 | 3,274.84 | 13,747.30 | 483.42 | 789.46 | 363.32 | 578.52 | 323.97 | 20,529.98 |
| Additions | - | 7.75 | 2,327.30 | 42.06 | 58.49 | 26.95 | 26.68 | 25.49 | 2,514.72 |
| Disposals/adjustments | - | - | 35.14 | - | 74.28 | 4.89 | - | 3.10 | 117.41 |
| As at 31 March, 2023 | 969.17 | 3,282.59 | 16,039.46 | 525.48 | 773.67 | 385.38 | 605.20 | 346.36 | 22,927.30 |
| Additions | - | - | 2,527.17 | 78.56 | 331.18 | 26.70 | 43.34 | 34.73 | 3,041.67 |
| Disposals/adjustments | - | 11.04 | 96.33 | - | 6.52 | - | - | - | 113.89 |
| As at 31 March, 2024 | 969.17 | 3,271.55 | 18,470.30 | 604.04 | 1,098.33 | 412.08 | 648.53 | 381.08 | 25,855.08 |
| Depreciation | | | | | | | | | |
| As at 31 March, 2022 | - | 805.54 | 8,058.84 | 242.50 | 388.05 | 226.91 | 433.26 | 274.93 | 10,430.04 |
| For the year | - | 103.75 | 791.45 | 31.24 | 85.77 | 43.34 | 18.05 | 21.64 | 1,095.23 |
| Disposals/adjustments | - | - | 29.28 | - | 67.70 | 3.38 | - | 2.95 | 103.31 |
| As at 31 March, 2023 | - | 909.29 | 8,821.01 | 273.74 | 406.12 | 266.87 | 451.31 | 293.62 | 11,421.97 |
| For the year | - | 104.99 | 966.52 | 36.10 | 108.38 | 38.05 | 20.25 | 25.02 | 1,299.31 |
| Disposals/adjustments | - | - | 31.25 | - | 6.20 | - | - | - | 37.45 |
| As at 31 March, 2024 | - | 1,014.28 | 9,756.28 | 309.84 | 508.31 | 304.92 | 471.56 | 318.64 | 12,683.82 |
| Net Block | | | | | | | | | |
| As at 31 March, 2023 | 969.17 | 2,373.30 | 7,218.45 | 251.74 | 367.55 | 118.51 | 153.89 | 52.74 | 11,505.34 |
| As at 31 March, 2024 | 969.17 | 2,257.27 | 8,714.02 | 294.20 | 590.03 | 107.16 | 176.98 | 62.44 | 13,171.26 |

12 (b) Capital Work in Progress

| Particulars | As at 31 March, 2024 | As at 31 March, 2023 |
|---------------------------------------|----------------------|----------------------|
| Building | - | - |
| Plant & Equipment (Dies and Moulds) | 100.88 | - |
| Total | 100.88 | - |



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Neolite ZKW Lightings Private Limited

12.(c) INTANGIBLE ASSETS

| Particulars | Computer Software | Technical Knowhow | Total (c) | Total (a) | Total a+c |
|-----------------------------|-------------------|-------------------|---------------|------------------|------------------|
| Gross Block | | | | | |
| As at 31 March, 2022 | 360.81 | 110.11 | 470.93 | 20,529.98 | 21,000.91 |
| Additions | 22.89 | - | 22.89 | 2,514.72 | 2,537.62 |
| Disposals/adjustments | - | - | - | 117.41 | 117.41 |
| As at 31 March, 2023 | 383.71 | 110.11 | 493.82 | 22,927.30 | 23,421.12 |
| Additions | 0.13 | - | 0.13 | 3,041.67 | 3,041.81 |
| Disposals/adjustments | - | - | - | 113.89 | 113.89 |
| As at 31 March, 2024 | 383.84 | 110.11 | 493.95 | 25,855.08 | 26,349.04 |
| Amortization | | | | | |
| As at 31 March, 2022 | 287.92 | 58.28 | 346.20 | 10,430.04 | 10,776.23 |
| For the year | 44.80 | 18.46 | 63.26 | 1,095.23 | 1,158.49 |
| Disposals/adjustments | - | - | - | 103.31 | 103.31 |
| As at 31 March, 2023 | 332.72 | 76.73 | 409.45 | 11,421.96 | 11,831.41 |
| For the year | 20.57 | 18.48 | 39.05 | 1,299.31 | 1,338.35 |
| Disposals/adjustments | - | - | - | 37.45 | 37.45 |
| As at 31 March, 2024 | 353.29 | 95.21 | 448.50 | 12,683.82 | 13,132.32 |
| Net Block | | | | | |
| As at 31 March, 2023 | 50.99 | 33.38 | 84.37 | 11,505.34 | 11,589.71 |
| As at 31 March, 2024 | 30.55 | 14.90 | 45.45 | 13,171.26 | 13,216.72 |



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NEOLITE ZKW LIGHTINGS PRIVATE LIMITED

Notes to financial statements for the year ended 31st March 2024

(Amount Rs. in Lakhs)

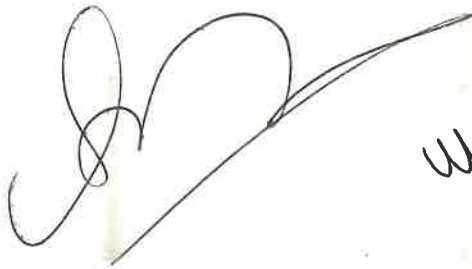
| PARTICULARS | AS AT 31.03.2024 | AS AT 31.03.2023 |
|---|---------------------|---------------------|
| 13. NON CURRENT INVESTMENTS | | |
| MUTUAL FUND- Quoted | | |
| SBI- Mutual Fund | 0.10 | 0.10 |
| (213.858 units having cost value of ₹ 158.14 each) | | |
| (Fair Market Value as on 31.03.2024 Rs 0.44 Lakhs(P.Y. Rs . 0.34 Lakhs) | | |
| TOTAL | 0.10 | 0.10 |
| 14. LONG TERM LOANS AND ADVANCES | | |
| TOTAL | | |
| 15. OTHER NON CURRENT ASSETS | | |
| (unsecured but considered good) | | |
| Security Deposits | 153.06 | 166.06 |
| OTHERS | | |
| a). Capital Advances | 970.50 | 164.04 |
| b). Staff Advances | 17.59 | 26.70 |
| TOTAL | 1,141.14 | 356.80 |
| 16. INVENTORIES | | |
| (As per Inventory taken valued & certified by the management and valued at lower of cost or net realizable value) | | |
| a) Raw Materials and Components | 1,957.11 | 1,965.77 |
| b) Work in Progress | 352.57 | 485.39 |
| c) Finished Goods | 1,191.40 | 1,423.11 |
| d) Consumable, Spare & Stores (Including Packeging Material) | 245.96 | 182.94 |
| e) Scrap | 10.60 | 7.41 |
| f) Work in Progress- Dies & Moulds | 438.44 | 340.58 |
| | 4,196.10 | 4,405.19 |
| TOTAL | 4,196.10 | 4,405.19 |
| 17. TRADE RECEIVABLE | | |
| (unsecured but considered good) | | |
| a) Considered Good | 8,376.86 | 8,011.34 |
| b) Considered Doubtful | 144.04 | 67.82 |
| | 8,520.89 | 8,079.16 |
| Less:- Provision for Doubtful Receivable | | |
| Provision for doubtful Debts | 144.04 | 67.82 |
| For Trade Receivables Aging schedule -See note no 39 | | |
| TOTAL | 8,376.86 | 8,011.34 |
| 18. CASH AND BANK BALANCES | | |
| <u>Cash and Cash Equivalents</u> | | |
| Balances with Banks on current account | 1,721.44 | 1,559.19 |
| Fdr with Sechdule Bank | 2,100.00 | 1,200.00 |
| Deposits margin money with original maturity of less than three Months | 120.02 | 49.54 |
| Cash in Hand (Including imprest with staff) | 3,941.46 | 2,808.74 |
| Other bank balances | 7.43 | 10.57 |
| Margin money deposit with original maturity of more then three month but less than one year | 11.05 | 0.14 |
| | 11.05 | 0.14 |
| TOTAL | 3,959.94 | 2,819.44 |
| Margin Money deposits given as security | | |
| Margin Money deposits with banks having carrying amount of Rs. 131.07 Lakhs (Previous Year Rs 49. 68 Lakhs) are subject to first charge to secure the Bank Guarantees and buyers credit facilities sanctioned by the bank | | |

NEOLITE ZKW LIGHTINGS PRIVATE LIMITED

Notes to financial statements for the year ended 31st March 2024

(Amount Rs. In Lakhs)

| PARTICULARS | AS AT 31.03.2024 | AS AT 31.03.2023 |
|---|---------------------|---------------------|
| 19. SHORT TERM LOAN AND ADVANCES | | |
| (Unsecured but considered good) | | |
| Advances for Goods other than Capital Goods | 1,798.39 | 1,236.31 |
| Balance with Customs and GST Department | 734.75 | 411.18 |
| Security Deposit | 39.52 | 6.91 |
| OTHERS | | |
| Loan to Staff | 70.00 | 500.55 |
| Advance recoverable from related party | | |
| Other advances | 3.02 | |
| | 73.02 | 500.55 |
| TOTAL | 2,645.68 | 2,154.97 |
| 20. OTHER CURRENT ASSETS | | |
| Interest accrued on Margin money deposit | 3.20 | 3.95 |
| Prepaid Expenses | 125.94 | 113.49 |
| Unbilled Revenue Receivable | 117.16 | 308.54 |
| TOTAL | 246.29 | 425.99 |



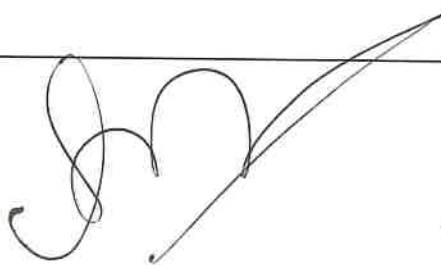
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NEOLITE ZKW LIGHTINGS PRIVATE LIMITED
Notes to financial statements for the year ended 31st March 2024

| PARTICULARS | (Amount Rs. in Lakhs) Current Year 2023-2024 | (Amount Rs. in Lakhs) Previous Year 2022-2023 |
|---|--|---|
| 21. REVENUE FROM OPERATIONS | | |
| Sale of Products (Gross) | 37,615.36 | 39,371.24 |
| Less:- Trade Discount | 154.54 | 152.47 |
| | 37,460.82 | 39,218.77 |
| Add:- Unbilled Revenue | 117.16 | 291.98 |
| Net Sales | 37,577.98 | 39,510.75 |
| Total | 37,577.98 | 39,510.75 |
| Sale Of Products (Gross) | | |
| 1. Automotive Lamps, Signalling Equipment and Parts | 35,758.02 | 28,153.58 |
| 2. Moulds, Dies & Fixtures | 361.04 | 9,932.45 |
| 3. Others | 1,018.31 | 1,074.46 |
| | 37,137.37 | 39,160.50 |
| Traded Goods | | |
| 1. Automotive Lamps, Signalling Equipment and Parts | 477.98 | 210.75 |
| TOTAL | 37,615.36 | 39,371.24 |
| 22. OTHER OPERATING INCOME | | |
| 1. Export Incentive | 299.01 | 221.02 |
| 2. Scrap Sales | 132.57 | 120.25 |
| 3. Testing Charges Received | - | 8.00 |
| 4. Tool Development Charges | 2,333.54 | 729.52 |
| TOTAL | 2,765.12 | 1,078.79 |
| 23. OTHER INCOME | | |
| Interest Income | 31.52 | 71.37 |
| Sundry Creditors written back | 11.68 | 1.06 |
| Difference in Exchnage - Others | 32.58 | - |
| Profit on Sale of Assets | 0.74 | 11.31 |
| Cash Discount (Vendors) | 62.37 | - |
| | 138.88 | 83.74 |
| 24 COST OF RAW MATERIALS AND COMPONENTS CONSUMED | | |
| Inventories at the beginning of the year | 1,965.77 | 1,726.76 |
| Add : Purchases | 21,444.87 | 22,652.01 |
| Less :- Inventories at the end of the year | 1,957.11 | 1,965.77 |
| Cost of Raw material and Components Consumed | 21,453.53 | 22,412.99 |
| Particulars of Raw material Consumed | | |
| Boughtout Components | 12,167.62 | 11,150.62 |
| Bulb and LED | 3,840.20 | 2,754.51 |
| Powder | 2,890.47 | 2,836.17 |
| Moulds, Dies & Fixtures | 673.30 | 4,177.96 |
| Others | 1,881.93 | 1,493.73 |
| | 21,453.53 | 22,412.99 |



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NEOLITE ZKW LIGHTINGS PRIVATE LIMITED
Notes to financial statements for the year ended 31st March 2024

| PARTICULARS | (Amount Rs. in Lakhs) Current Year 2023-2024 | (Amount Rs. in Lakhs) Previous Year 2022-2023 |
|--|--|---|
| 25 PURCHASE OF STOCK IN TRADE | | |
| a). Purchase of Traded Goods | 429.99 | 171.76 |
| TOTAL | 429.99 | 171.76 |
| Detail of Purchases of Traded Goods | | |
| Automotive Lamps, Signalling Equipment and Parts | 429.99 | 171.76 |
| | 429.99 | 171.76 |
| 26. CHANGES IN INVENTORY OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE | | |
| Inventories at the end of the year | | |
| a) Work -in- Progress | 352.57 | 485.39 |
| b) Work-in- Progress (Moulds, Dies & Fixtures) | 438.44 | 340.58 |
| c) Finished Goods | 1,191.40 | 1,423.11 |
| | 1,982.42 | 2,249.07 |
| Inventories at the beginning of the year | | |
| a) Work -in- Progress | 485.39 | 264.46 |
| b) Work-in- Progress (Moulds, Dies & Fixtures) | 340.58 | 3,385.45 |
| c) Finished Goods | 1,423.11 | 1,211.72 |
| | 2,249.07 | 4,861.62 |
| TOTAL | 266.65 | 2,612.55 |
| 27 . EMPLOYEES BENEFITS EXPENSES | | |
| Salaries, Wages and Bonus to employees | 5,785.78 | 4,279.93 |
| Contribution to Provident and Other funds | 152.02 | 124.67 |
| Staff Welfare Expenses | 95.52 | 92.31 |
| Gratuity Expenses | 58.81 | 60.79 |
| Earned Leave to staff | 15.97 | 29.50 |
| TOTAL | 6,108.10 | 4,587.21 |
| 28. FINANCE COSTS | | |
| Interest Expenses | 640.48 | 677.18 |
| Other Borrowing Costs | 183.85 | 40.24 |
| TOTAL | 824.33 | 717.43 |
| 29. OTHER EXPENSES | | |
| <u>Manufacturing Expenses</u> | | |
| Job Charges | 86.62 | 95.88 |
| <u>Machinery running and Maintenance</u> | | |
| a) Machinery Repair | 46.16 | 54.85 |
| b) Machinery Spares | 38.18 | 37.96 |
| Consumption of Stores and Spare parts | 321.48 | 247.62 |
| Packing Material Consumed | 964.26 | 976.47 |
| Power & Fuel | 693.77 | 615.25 |
| Repair - Moulds, Dies & Tools | 23.53 | 41.11 |
| Factory , Godown Rent | 176.65 | 160.03 |
| Freight, Cartage & Octroi | 211.93 | 297.81 |
| Design and Tool Development | 1,445.52 | 1,698.90 |
| Testing Fees | 359.08 | 117.24 |
| | 4,367.17 | 4,343.12 |

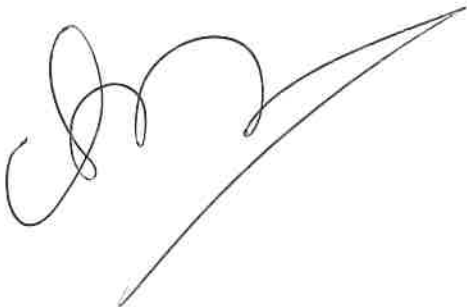
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NEOLITE ZKW LIGHTINGS PRIVATE LIMITED
Notes to financial statements for the year ended 31st March 2024

| PARTICULARS | (Amount Rs. in Lakhs) Current Year 2023-2024 | (Amount Rs. in Lakhs) Previous Year 2022-2023 |
|--|--|---|
| <u>Administrative and Selling Expenses</u> | | |
| Auditor's Remuneration | 13.50 | 13.50 |
| Cost Auditor's Remuneration | 1.25 | 1.25 |
| Bad debt written off | 0.06 | 1.56 |
| Provision for Bad and Doubtful Debt | 83.35 | 3.86 |
| Rates and taxes | 21.83 | 6.05 |
| Insurance | 66.58 | 56.66 |
| Factory Running and Maintenance | 47.03 | 43.37 |
| Repair & Maintenance- Other | 29.63 | 25.62 |
| Rent | 66.59 | 57.37 |
| Selling & Distribution Expenses | 907.90 | 666.99 |
| Travelling & Conveyance Expenses | 475.95 | 436.72 |
| Prior Period Expenses | 31.31 | 15.71 |
| Other Office Expenses | 1,313.76 | 1,238.40 |
| | 3,058.74 | 2,567.05 |
| TOTAL | 7,425.91 | 6,910.17 |



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Notes to Financial statement for the year ended 31st March 2024

| | | | | | |
|---|--|-----------------------|------------|------------|---------|
| 30 Contingent Liabilities | | (Amount Rs. in Lakhs) | | | |
| | | 31.03.2024 | 31.03.2023 | | |
| i) Sale Bill discounted from Bank not matured upto reporting date | | 61.20 | 3,112.20 | | |
| 31 Capital & Other Commitments | | (Amount Rs. in Lakhs) | | | |
| | | 31.03.2024 | 31.03.2023 | | |
| Capital Commitments | | | | | |
| Estimated amount of contracts remaining to be executed on capital account and not provided, net of advances | | 538.71 | 269.69 | | |
| Other Commitments | | | | | |
| Duty saved against import of capital goods under EPCG scheme (against export obligation) (see note) | | 666.31 | 851.28 | | |
| Note:- The Export obligation for duty saved against import of capital goods under EPCG scheme has been fulfilled. However the necessary formalities for obtaining clearance from the statutory authorities are pending. | | | | | |
| 32 Earning in Foreign Exchange | | (Amount Rs. in Lakhs) | | | |
| | | 31.03.2024 | 31.03.2023 | | |
| FOB Value of Exports | | 11,718.59 | 12,178.42 | | |
| Design, Development & Modification Charges | | 1,836.16 | 386.31 | | |
| Total | | 13,554.75 | 12,564.73 | | |
| 33 Expenditure in Foreign Currency | | (Amount Rs. in Lakhs) | | | |
| | | 31.03.2024 | 31.03.2023 | | |
| Travelling Expenses | | 190.94 | 170.15 | | |
| Commision on Export | | 8.76 | 13.39 | | |
| Exhibition | | 40.87 | 43.50 | | |
| Membership and Subscription | | 4.86 | 0.23 | | |
| Repair & Maintenance | | 7.58 | 0.52 | | |
| Professional Fees | | 19.92 | 10.92 | | |
| Design & Development | | 50.45 | 190.57 | | |
| Testing Fees | | 5.80 | 0.09 | | |
| Finance Cost (including bank charges) | | 180.57 | 148.45 | | |
| Total | | 509.74 | 577.82 | | |
| 34 Value of Imports Calculated on CIF Basis | | (Amount Rs. in Lakhs) | | | |
| | | 31.03.2024 | 31.03.2023 | | |
| Raw Materials | | 844.16 | 3,866.14 | | |
| Capital Goods | | - | 476.13 | | |
| Total | | 844.16 | 4,342.27 | | |
| 35 Value of Imported and Indigenous Raw Materials, Stores and Spare Parts Consumed | | (Amount Rs. in Lakhs) | | | |
| | | 31.03.2024 | | 31.03.2023 | |
| | | ₹ | % | ₹ | % |
| Raw Materials | | | | | |
| Imported | | 863.49 | 4.02% | 3,884.89 | 17.33% |
| Indigenous | | 20,590.04 | 95.98% | 18,528.10 | 82.67% |
| Total | | 21,453.53 | 100.00% | 22,413 | 100% |
| Stores and Spare Parts | | | | | |
| Imported | | - | - | - | - |
| Indigenous | | 321.48 | 100.00% | 247.62 | 100.00% |
| Total | | 321.48 | 100.00% | 248 | 100.00% |
| 36 a). Auditor's Remuneration | | (Amount Rs. in Lakhs) | | | |
| | | 31.03.2024 | | 31.03.2023 | |
| For Statutory Audit | | 12.50 | | 12.50 | |
| For Tax Audit | | 0.50 | | 0.50 | |
| For Certifications and other Matters | | 0.50 | | 0.50 | |
| Total | | 13.50 | | 13.50 | |
| b). Cost Auditor's Remuneration | | (Amount Rs. in Lakhs) | | | |
| | | 31.03.2024 | | 31.03.2023 | |
| For Cost Audit Fees | | 1.25 | | 1.25 | |
| Total | | 1.25 | | 1.25 | |

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Notes to Financial statement for the year ended 31st March 2024

37 Deferred Tax

The components of deferred tax liability and assets recognized in the financial statements and deferred tax recognized in the statement of profit & loss account are as under-

| | 31.03.2024 | Addition /(Deduction) during the year | (Amount Rs. in Lakhs) 31.03.2023 |
|---|------------|---------------------------------------|-------------------------------------|
| Deferred Tax Liability | | | |
| Depreciation & Amortization and other timing differences in block of assets | 820.96 | 85.48 | 735.48 |
| Total (A) | 820.96 | 85.48 | 735.48 |
| Deferred Tax Assets | | | |
| Expenses Disallowed Under Section 43B | 50.44 | 37.03 | 13.41 |
| Provision for Leave Encashment | 22.66 | 1.02 | 21.64 |
| Provision for Gratuity | 81.26 | 6.58 | 74.68 |
| Provision for Warranty | 6.44 | (3.72) | 10.17 |
| Provision for Bad & doubtful debts | 36.25 | 19.18 | 17.07 |
| Total (B) | 197.04 | 60.08 | 136.96 |
| Net Deferred Tax Liability (A-B) | 623.92 | 25.39 | 598.53 |
| Previous Year | 598.53 | (72.43) | 670.95 |

38 Lease Transaction

Certain factory/godown are obtained on operating leases. There are no contingent rents in the lease agreement. The lease terms are for 1-3 years and are renewable at the mutual agreement of the both parties. There are no subleases and all the leases are cancellable in nature.

| | 31.03.2024 | 31.03.2023 |
|--|------------|------------|
| Lease payment of cancellable leases recognized in Statement of Profit & Loss | 243.24 | 217.40 |

39 Trade Receivables Ageing

The trade receivables (current & non current) ageing schedule for the years ended as on March, 31 2024

(Amount Rs. in Lakhs)

| Particulars | Not Due | Outstanding for following periods from due date of payment | | | | | |
|---|----------|--|---------------------------|-----------|-----------|------------------|-----------------|
| Trade Receivables | | Less than 6 month | More than 6 months-1 year | 1-2 years | 2-3 years | More than 3 year | Total |
| Undisputed Trade Receivables-considered good | 6,725.72 | 859.30 | 221.72 | 497.79 | 167.33 | 49.04 | 8,520.89 |
| Undisputed Trade Receivables-which have significant increase in credit risk | | | | | | | |
| Undisputed Trade Receivables-credit impaired | | | | | | | |
| Disputed Trade Receivables considered good | | | | | | | |
| Disputed Trade Receivables which have significant increase in credit risk | | | | 11.64 | 83.35 | 49.04 | 144.04 |
| Disputed Trade Receivables-credit impaired | | | | | | | |
| Total Trade Receivables (without allowances for credit losses) | | | | | | | 8,376.86 |

The trade receivables (current & non current) ageing schedule for the years ended as on March, 31 2023

(Amount Rs. in Lakhs)

| Particulars | Not Due | Outstanding for following periods from due date of payment | | | | | |
|---|----------|--|-----------------|-----------|-----------|------------------|-----------------|
| Trade Receivables | | Less than 6 month | 6 months-1 year | 1-2 years | 2-3 years | More than 3 year | Total |
| Undisputed Trade Receivables-considered good | 6,561.71 | 971.53 | 321.45 | 167.33 | 0.30 | 56.85 | 8,079.16 |
| Undisputed Trade Receivables-which have significant increase in credit risk | | | 10.67 | | | | 10.67 |
| Undisputed Trade Receivables-credit impaired | | | | | | | |
| Disputed Trade Receivables considered good | | | | | | | |
| Disputed Trade Receivables which have significant increase in credit risk | | | | | 0.30 | 56.85 | 57.14 |
| Disputed Trade Receivables-credit impaired | | | | | | | |
| Total Trade Receivables (without allowances for credit losses) | | | | | | | 8,011.34 |

40 Trade Payables Ageing Schedule

Ageing for trade payables outstanding as at March, 31 2024 is as follows

(Amount Rs. in Lakhs)

| Particulars | Not Due | Outstanding for following periods from due date | | | | | |
|----------------------|----------|---|-----------|-----------|------------------|----------|-----------------|
| Trade Payable | | Less than 1 year | 1-2 years | 2-3 years | More than 3 year | Total | |
| MSME | 410.73 | | | | | 410.73 | |
| Others | 5,332.00 | 220.07 | 2.93 | 68.29 | 11.72 | 5,635.01 | |
| Disputed dues-MSME | | | | | | | |
| Disputed dues-Others | | | | | | | |
| Total | | | | | | | |
| Unbilled dues | | | | | | | |
| | | | | | | | 6,045.74 |

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Notes to Financial statement for the year ended 31st March 2024

Ageing for trade payables outstanding as at March, 31 2023 is as follows

| Particulars | Not Due | Outstanding for following periods from due date | | | | | (Amount Rs. in Lakhs) |
|----------------------|----------|---|-----------|-----------|------------------|----------|-----------------------|
| | | Less than 1 year | 1-2 years | 2-3 years | More than 3 year | Total | |
| Trade Payable | | | | | | | |
| MSME | | | | | | | |
| Others | 4,570.05 | 1,294.34 | 106.26 | 5.35 | 22.50 | 5,998.50 | |
| Disputed dues-MSME | | | | | | | |
| Disputed dues-Others | | | | | | | |
| Total | | | | | | | |
| Unbilled dues | | | | | | | |
| | | | | | | 5,998.50 | |

41 Borrowing Cost Capitalized

| | (Amount Rs. in Lakhs) | |
|---|-----------------------|------------|
| Borrowing Cost Capitalized to Qualifying Assets | 31.03.2024 | 31.03.2023 |
| | 4.08 | 26.11 |

42 Exchange Differences on account of Fluctuation in Foreign Currency Rates

| | (Amount Rs. in Lakhs) | |
|--|-----------------------|------------|
| Exchange Differences gains/(Loss) recognized in the Statement of Profit & Loss | 31.03.2024 | 31.03.2023 |
| Relating to Export during the year as a part of "Sales" | | |
| Relating to Import during the year as a part of "Purchase" | 330.61 | (46.85) |
| On Settlement of other transactions as a part of "Other expenses/ Monetary Items " | (33.37) | 73.15 |
| Exchange Differences gains/(Loss) recognized in the Capital Account | 32.58 | (8.52) |
| Relating to Liabilities against Capital Assets settlement during the year | (40.83) | (168.40) |

43 Earning Per Share

| | (Amount Rs. in Lakhs) | |
|---|-----------------------|------------|
| | 31.03.2024 | 31.03.2023 |
| Profit/loss available for equity shareholders | 1,909.60 | 1,562.37 |
| Weighted average number of shares (Basic) | 11,79,748 | 11,79,748 |
| Earning Per share basic and diluted (In ₹) | 161.86 | 132.43 |
| Face value per equity share (In ₹) | 100 | 100 |

44 Segment Reporting

Business Segments:-

The company is engaged in the business of manufacturing of various type of auto components and home lighting. The segment of the home lighting is not reportable segment as it does not exceeds the quantitative thresholds as laid down in AS-17 " Segment reporting". Since the Company's business activity falls within a single business segment, there are no additional disclosures to be provided under Accounting Standard-17 " Segment Reporting".

Geographical Segments:-

The geographical segment comprises of domestic and overseas market. The following tables shows the distribution of the Company's Consolidated sales by geographical market, regardless of where the goods were produced.

| | (Amount Rs. in Lakhs) | |
|---------------|------------------------------------|-----------------|
| | Sales Revenue | by Geographical |
| | 31.03.2024 | 31.03.2023 |
| India | 26,738.00 | 27,950.35 |
| Outside India | 13,605.10 | 12,639.19 |
| Total | 40,343.09 | 40,589.54 |
| | Receivables by Geographical Market | |
| | 31.03.2024 | 31.03.2023 |
| India | 4,554.58 | 4,181.90 |
| Outside India | 3,822.28 | 3,829.45 |
| Total | 8,376.86 | 8,011.34 |

Note:- The Company has common assets for producing goods for Domestic market and overseas market. Hence, separate figures for fixed assets can not be furnished.

45 Government Grant

| | (Amount Rs. in Lakhs) | |
|-------------------------------------|-----------------------|------------|
| Duty Drawback/Incentives on Exports | 31.03.2024 | 31.03.2023 |
| | 299.01 | 221.02 |

46 Related Party Disclosures

Name of Related Parties, Transactions and Balances at Reporting date are as follows

Name of Related Party

Key Management Personnel

Rajesh Jain

Wilhelm Franz Xaver Steger

Vaishali Jain

Arun Kumar Jain

Joint Venture Collaborator

ZKW Group GmbH

Related Parties Controlled by Key Management personnel

Neokraft Global Private Limited

Pramod Plastic Industries Private Limited

Neolite Industries

Neometal Electrical and Industries Private Limited

Sunder Devi Jain

Ashok Automate

Ranee Polymer Pvt Ltd

Armor Inc

B.K. Industries

Managing Director

Nominee Director

Whole Time Director

Company Secretary

Entity Controlled by Key Management Personnel

Entity Controlled by Key Management Personnel

Entity Controlled by Key Management Personnel

Entity Controlled by Key Management Personnel

Mother of Key Management Personnel

Sister of the one of the Director interested as Proprietor

Sister of the one of the Director interested as Partner

Entity Controlled by Key Management Personnel

Sister of the one of the Director interested as Partner



Notes to Financial statement for the year ended 31st March 2024

| Particulars | Transaction Value | | (Amount Rs. in Lakhs) | |
|---|-------------------|------------|-----------------------|------------|
| | 31.03.2024 | 31.03.2023 | Outstanding Amount | 31.03.2023 |
| Key Management Personnel | | | | |
| Remuneration | | | | |
| Rajesh Jain | 180.00 | 180.00 | 1.91 | 3.78 |
| Arun Kumar Jain | 35.66 | 32.98 | 1.93 | 2.18 |
| Unsecured Loan | | | | |
| Rajesh Jain | | | | |
| Received during the year | | | | |
| Paid during the year | | | | |
| Rent Paid | | 5.37 | 0.29 | 0.29 |
| Security Deposit | 32.20 | 24.00 | | |
| Vaishali Jain | | | (6.00) | (4.00) |
| Rent Paid | | | | |
| Security Deposit | 13.80 | 12.00 | | |
| Joint Venture Collaborator | | | (2.00) | (2.00) |
| ZKW Group GmbH | | | | |
| Advance for Purchase of Machinery | 81.57 | | (81.57) | |
| Related Parties Controlled by Key Management personnel | | | | |
| Neolite Industries | | | | |
| Factory Rent | 65.07 | 65.07 | | |
| Security Deposit Paid | | | (34.80) | (34.80) |
| Sunder Devi Jain | | | | |
| Rent Paid | 9.20 | 12.00 | | |
| Security Deposit | | | | |
| Neokraft Global Private Limited | | | | (2.00) |
| Design and Development Charges Paid | 1,033.42 | 1,491.49 | | |
| Sale of Goods | 8.75 | 52.34 | | |
| Purchase of Fixed Assets | | 1.13 | | |
| Purchase of Goods | 29.36 | | | |
| Sale of Fixed Assets | 54.65 | 2.73 | (849.40) | (670.09) |
| Ashok Automats | | | | |
| Purchases of Goods | 21.43 | 5.71 | (3.47) | (24.90) |
| Armor Inc. | | | | |
| Purchase of Goods | | 1.55 | | |
| B.K. Industries | | | | |
| Purchases of Fixed Assets | 157.87 | 218.00 | (71.19) | (39.71) |
| Ranee Polymer Pvt Ltd | | | | |
| Purchases of Plant and Machinery | | 162.50 | | |
| Purchase of Goods | 0.25 | | | 135.35 |

47 Post Employment Benefits Plan

Defined Contribution Plans

Contribution to Defined Contribution Plan, recognized as expenses for the year are as under:

| | (Amount Rs. in Lakhs) | |
|---|-----------------------|------------|
| | 31.03.2024 | 31.03.2023 |
| Employer's Contribution to Provident Fund | 122.35 | 99.47 |
| Employer's Contribution to ESI Fund | 14.68 | 14.54 |
| Employer's Contribution to Employees Welfare Fund | 3.90 | 3.23 |
| Employer's Contribution to National Pension Fund | 11.09 | 7.43 |
| Total | 152.02 | 124.67 |

48 Defined Benefit Plans

Disclosure requirement as per Revised Accounting Standard on Employee Benefit-AS (15)-As per actuarial valuation as on 31.03.2024 are as follows:

| | (Amount Rs. in Lakhs) | | | |
|--|-----------------------|---------------|------------------|--------------|
| | Gratuity | | Leave Encashment | |
| | 31.03.2024 | 31.03.2023 | 31.03.2024 | 31.03.2023 |
| Recognized in the Statement of Profit & Loss Account | | | | |
| Current Service Cost | 35.94 | 34.18 | 29.01 | 28.04 |
| Benefits Paid | 32.67 | 25.00 | 11.92 | 18.55 |
| Interest cost on benefit obligation | 23.94 | 20.80 | 5.99 | 4.77 |
| Expected Return on plan assets | (2.94) | (2.77) | - | - |
| Employer Contribution | (32.67) | (25.00) | (11.92) | (18.55) |
| Net actuarial gain/(loss) recognized in the year | 1.87 | 8.58 | (19.03) | (3.31) |
| Total, Included In "Employee Benefit" | 58.81 | 60.79 | 15.97 | 29.50 |
| Amount to be Recognized in Balance Sheet | | | | |
| Present value of Defined benefit obligation | 366.22 | 339.94 | 90.02 | 85.97 |
| Fair value of plan assets | 43.36 | 43.21 | - | - |
| Net Liability, Shown In Balance Sheet as "Short Term/Long Term Provisions/" | 322.86 | 296.72 | 90.02 | 85.97 |
| Current | 77.18 | 72.84 | 11.59 | 23.85 |
| Non- Current | 245.68 | 223.88 | 78.44 | 62.12 |
| Change in the present value of the defined benefit obligation | | | | |
| Opening defined benefit plan | 31.03.2024 | 31.03.2023 | 31.03.2024 | 31.03.2023 |
| Interest cost | 339.94 | 299.70 | 85.97 | 75.02 |
| Current service cost | 23.94 | 20.80 | 5.99 | 4.77 |
| Actuarial gains/(losses) due to experience Adjustment | 35.94 | 34.18 | 29.01 | 28.04 |
| Actuarial (gains)/losses on obligation | (2.79) | - | - | - |
| Benefits Paid | 1.87 | 10.26 | (19.03) | (3.31) |
| Closing defined benefit plan | (32.67) | (25.00) | (11.92) | (18.55) |
| | 366.22 | 339.94 | 90.02 | 85.97 |

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Notes to Financial statement for the year ended 31st March 2024

Change in the fair value of the plan assets
Opening fair value of plan assets
Expected return
Contribution by employer
Actuarial gains/(losses) due to experience Adjustment
Actuarial gains/(losses) on obligation
Benefits Paid
Closing fair value of plan assets

| 31.03.2024 | 31.03.2023 | 31.03.2024 | 31.03.2023 |
|------------|------------|------------|------------|
| 43.21 | 38.77 | - | - |
| 2.94 | 2.77 | - | - |
| - | - | - | - |
| (4.00) | - | - | - |
| 1.21 | 1.67 | - | - |
| - | - | - | - |
| 43.36 | 43.21 | - | - |

Actuarial Assumptions

Interest & Discount Rate
Attrition Rate
Retirement Age
Salary cost increase rate

| 31.03.2024 | 31.03.2023 | 31.03.2024 | 31.03.2023 |
|------------|------------|------------|------------|
| 7.22% | 7.49% | 7.22% | 7.49% |
| 6.00% | 6.00% | 6.00% | 6.00% |
| 60 | 60 | 60 | 60 |
| 3.00% | 3.00% | 3.00% | 3.00% |

Categories of Plan Assets

Investment with insurer
Total

| Gratuity | |
|------------|------------|
| 31.03.2024 | 31.03.2023 |
| % | % |
| 11.84% | 12.71% |
| 11.84% | 12.71% |

Experience Adjustment (Gratuity)

Defined Benefit Obligation
Plan Assets
Surplus/(deficit)
Exp. Adj. On Plan Liabilities
Exp. Adj. On Plan Assets

| 31.03.2024 | 31.03.2023 | 31.03.2022 | 31.03.2021 | 31.03.2020 |
|------------|------------|------------|------------|------------|
| 366.22 | 339.94 | 299.70 | 226.77 | 214.05 |
| 43.36 | 43.21 | 38.77 | 35.86 | 31.31 |
| (322.86) | (296.72) | (260.93) | (190.91) | (182.74) |
| (4.43) | 12.10 | 19.65 | (8.94) | (3.78) |
| (1.21) | 1.67 | 0.33 | (2.41) | 0.21 |

1. The estimates of future salary increases; (Excluding Directors) considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

2. The overall expected rate of return on assets is determined based on market price prevailing on that date, applicable to the period over which obligation is to be settled.

49 Foreign Exchange Currency Exposure not covered by Derivative Instruments

The year end foreign currency exposures that have not been hedged by derivatives instruments or otherwise is as follows:

| Particulars | (Amount Rs. in Lakhs) | | Foreign Currency | Amount in Foreign Currency | | Exchange Rate | |
|-----------------------------------|-----------------------|----------|------------------|----------------------------|----------|---------------|----------|
| | 31.03.24 | 31.03.23 | | 31.03.24 | 31.03.23 | 31.03.24 | 31.03.23 |
| Trade Payables | 116.51 | 379.29 | USD | 1.40 | 4.61 | 83.37 | 82.22 |
| | 72.48 | 84.51 | EURO | 0.80 | 0.94 | 90.22 | 89.61 |
| | 29.22 | - | Rub | 32.28 | - | 0.91 | - |
| Advance Recoverable | 236.04 | 142.21 | USD | 2.83 | 1.73 | 83.37 | 82.22 |
| | 12.39 | 3.84 | AUD | 0.23 | 0.07 | 54.36 | 54.96 |
| | 197.85 | 9.40 | EURO | 2.19 | 0.10 | 90.22 | 89.61 |
| Advances from Customer | 192.70 | 216.68 | USD | 2.31 | 2.64 | 83.37 | 82.22 |
| | 648.94 | - | Rub | 716.98 | - | 0.91 | - |
| | - | - | EURO | - | - | - | - |
| Trade Receivables | 2,430.59 | 3,432.72 | USD | 29.15 | 41.75 | 83.37 | 82.22 |
| | - | - | GBP | - | - | - | - |
| | 1,376.35 | 342.51 | CNY | 118.25 | 28.63 | 11.64 | 11.96 |
| | 13.61 | 54.22 | EURO | 0.15 | 0.61 | 90.22 | 89.61 |
| Foreign Currency Loan (Term Loan) | 3,263.90 | 2,364.98 | USD | 39.15 | 28.77 | 83.37 | 82.22 |
| Foreign Currency Loan (PCFC) | - | 191.21 | USD | - | - | - | 82.22 |

50 Foreign Exchange Derivatives and Exposure outstanding at end of the year

Nil

51 Corporate Social Responsibility Activities

As required by section 135 of the companies Act, 2013, The company has made the provision for an amount to be spent on CSR activities. The company has no outstanding commitment as on 31.03.2023 towards corporate social responsibility projects. The break-up of expenditure/contribution towards under corporate social responsibility as under:

Particulars

Gross Amount required to be spent during the year
Less:- Amount Spent during the year
Amount Outstanding

| For the Year ended 31st March, 2024 | For the Year ended 31st March, 2023 |
|-------------------------------------|-------------------------------------|
| 57.48 | 46.32 |
| 57.48 | 46.32 |
| - | - |

52 ADDITIONAL REGULATORY DISCLOSURES AS PER SECHDULE III OF COMPANIES ACT, 2013

- The Title deeds of the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- The Company does not own any investment property.
- As per the Company's accounting policy, Property, Plant and Equipment and intangible assets are carried at historical cost (less accumulated depreciation & impairment, if any), hence the revaluation related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.
- The Company has not granted Loans or Advances in the nature of loan to any promoters, Directors, KMPs and the related parties (As per Companies Act, 2013), which are repayable on demand or without specifying any terms or period of repayments.
- No proceedings have been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- The Company has sanctioned facilities from banks on the basis of security of current assets. The periodic returns filed by the Company with such banks are in agreement with the books of accounts of the Company except in the following cases:



Notes to Financial statement for the year ended 31st March 2024

| For the Quarter | Sanction amount to which the discrepancy relates (Amount in Rs. Lakh) | Nature of the current asset | As per unaudited books of accounts (Amount in Rs. Lakh) | Amount as per quarterly return & statements (Amount in Rs. Lakh) | Difference (Amount in Rs. Lakh) | Remarks for differences |
|-----------------|---|-----------------------------|---|--|---------------------------------|--|
| Jun-23 | 4100 | Creditors | 6295.93 | 6295.95 | 0.02 | Due to routine book closure adjustment. |
| Jun-23 | 4100 | Inventories | 4335.96 | 4335.96 | - | Due to routine book closure adjustment. |
| Jun-23 | 4100 | Debtors | 8580.96 | 8597.01 | 16.05 | Due to routine book closure adjustment. |
| Sep. 23 | 4100 | Creditors | 6066.8 | 5931.86 | (134.94) | Due to routine book closure adjustment. |
| Sep. 23 | 4100 | Inventories | 4538.75 | 4537.4 | (1.35) | Due to routine book closure adjustment. |
| Sep. 23 | 4100 | Debtors | 6942.08 | 7659.17 | 717.09 | Due to routine book closure adjustment. |
| Dec. 23 | 4100 | Creditors | 6172.47 | 6416.42 | 243.95 | Due to incorrect inclusion of vendors financing under TRaDes Scheme in creditors |
| Dec. 23 | 4100 | Inventories | 4755.56 | 4755.56 | - | Due to routine book closure adjustment. |
| Dec. 23 | 4100 | Debtors | 9654.12 | 9357.57 | (296.55) | Due to routine book closure adjustment. |
| Mar-24 | 4100 | Creditors | 6045.74 | 6365.36 | 319.62 | Due to incorrect inclusion of vendors financing under TRaDes Scheme in creditors |
| Mar-24 | 4100 | Inventories | 4196.10 | 4134.48 | (61.62) | Due to routine book closure adjustment. |
| Mar-24 | 4100 | Debtors | 8376.86 | 8057.46 | (480.60) | Due to routine book closure adjustment. |

- (vii) The Company has adhered to debt repayment and interest service obligations on time. Wilful defaulter related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.
- (viii) There are no transactions with the Companies whose name are struck off under Section 248 of The Companies Act, 2013 or Section 560 of the Companies Act, 1956 during the year ended 31st March 2024.
- (ix) All applicable cases where registration of charges or satisfaction is required to be filed with Registrar of Companies have been filed. No registration or satisfaction is pending at the year ended 31st March 2024.
- (x) The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
- (xi) No scheme of arrangement has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013.
- (xii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) 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)
- (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiary
- (xiii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) 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)
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (xiv) The Company has not operated in any crypto currency or Virtual Currency transactions
- (xv) During the year the Company has not disclosed or surrendered, any income other than the income recognised in the books of accounts in the tax assessments under Income Tax Act, 1961.

53 KEY FINANCIAL RATIOS

| Particulars | Numerator | Denominator | | Current Year 2023-2024 | Previous Year 2022-2023 | Variance | Reason for Variance If More than 25% (+/-) |
|------------------------------------|--|---|------|------------------------|-------------------------|----------|--|
| Current Ratio | Current assets | Current liabilities | Time | 1.32 | 1.41 | -6.30% | N.A. |
| Debt Equity Ratio | Total Debt | Equity | Time | 0.71 | 0.90 | -20.56% | N.A. |
| Debt Equity Service Coverage Ratio | Earning for Debt Service = Net Profit after taxes + Noncash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc. | Debt service = Interest & Lease Payments = + Principal Repayments | Time | 1.99 | 2.27 | -12.22% | N.A. |
| Return on Equity | Net Profits after taxes - Preference Dividend (if any) | Average Shareholder Equity | % | 15.86% | 15% | 4.60% | N.A. |
| Inventory Turnover Ratio | Net Sales + Including other operating Income | Average Inventory | Time | 9.38 | 7.24 | 29.51% | Due to better inventory management |
| Trade Receivable Turnover Ratio | Net Sales + Including other operating Income | Average Account Receivable | Time | 4.92 | 4.86 | 1.38% | |
| Trade Payable Turnover Ratio | Total Purchase | Average Trade Payable | | 3.63 | 4.13 | -11.97% | N.A. |
| Net Capital Turnover Ratio | Net Sales + Including other operating Income | Working Capital (Current Assets Less Current Liabilities) | | 8.55 | 7.84 | 9.05% | N.A. |
| Net Profit Ratio | Net Profits Before Tax | Net Sales | % | 4.73% | 3.85% | 22.97% | N.A. |



Notes to Financial statement for the year ended 31st March 2024

| | | | | | | | |
|----------------------------|---|---|---|--------|--------|--------|-----|
| Return on Capital Employed | Earning before Tax and Interest (EBIT) | Tangible Net Worth +Total Debt + Deferred Tax Liability | % | 15.10% | 13.02% | 15.98% | N.A |
| Return on Investment | Income generated from Invested funds | Average Investment | % | 0.00% | 0.00% | 0.00% | N.A |

54

The company was allotted Plot no 36, Sec-48, I.E, Bahadurgarh by HSIIDC on 2nd June 2009 on which the company had constructed its factory. The company has received a notice dated 31st May, 2019 (i.e. after the date of balance sheet) from HSIIDC for payment of enhanced cost amounting to Rs 1,872.92 Lakhs for Plot no 36, Sec-48, I.E, Bahadurgarh. This amount is payable in lump sum within 60 days of issuance of demand notice without any interest. Alternatively, this amount can also be paid in 10 equal half yearly installments with interest @ 12% p.a which will increase the total amount to Rs 2,398.04 Lakhs. The company in association with other members of the industrial area is litigating the matter. The matter is subjudice as on date. In the opinion of the management the amount is totally unascertainable and is subject to the outcome of proceedings.

55 Disclosure as required under the Micro, Small and Medium Enterprises Development Act, 2006

The management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31st March 2024 has been made in the financial statements based on information received and available with the Company.

| Particulars | As at 31st March 2024 |
|--|-----------------------|
| The amounts remaining unpaid to micro and small suppliers as at the end of the year | (Amount Rs. in Lakhs) |
| - Principal | 410.73 |
| - Interest | 5.14 |
| The amounts of the payments made to micro and small suppliers as at the end of the year beyond the appointed day. | |
| - Principal | 410.73 |
| - Interest | Nil |
| The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid); | 5.14 |
| The amount of interest accrued and remaining unpaid at the end of each accounting year; and | 5.14 |
| The amount of further interest due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23. | NA |

Note :- The information for 31/03/2023 was not available with the company.

- 56 The Directors do not recommend any dividend during the year in view of the requirement of funds for future growth of the the company.
- 57 The Company has used accounting software for maintaining its books of account 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, except that audit trail feature is not enabled at the database level insofar as it relates to accounting software.
- 58 Previous year's figures have been regrouped/reclassified wherever necessary to comply with amendments in Schedule III of the Companies Act, 2013

Details of regrouping/reclassification of Assets

| Particulars | Current Head | Previous Head |
|-----------------------------|----------------------|------------------|
| Unbilled Revenue Receivable | Other Current Assets | Trade Receivable |

The Figures are rounded off to nearest rupees in lakhs unless otherwise stated.

For and on behalf of the Board of Directors of
NEOLITE ZKW LIGHTINGS PVT. LIMITED

(Rajesh Jain)

Director

(DIN 01481291)

Place : New Delhi

Date : 24th September 24

(Vaishali Jain)

Director

(DIN 0148308)

(Arun Kumar Jain)

Company Secretary

(M. No. A11694)

As per our report of even date

for V Sachdeva & Associates

Firm Registration Number: 004417N

Chartered Accountants



V.Sachdev

Proprietor

(Membership No. 083435)

UDIN- 24083435BKETDR3294

Regd. Office : N-13, 2nd Floor
South Extn.-I, New Delhi -110049
CIN : U74899DL1992PTC050702

DIRECTORS' REPORT

To
The Members,
Neolite ZKW Lightings Private Limited

Your Directors have pleasure in presenting the 32nd Annual Report on the business and operations of the Company, together with the Audited Financial Statements for the year ended March 31, 2024.

FINANCIAL PERFORMANCE

The Company's performance during the financial year ended March 31, 2024 as compared to the previous financial year, is summarized below:

(Rs. In Lakh)

| Sr | Particulars | F.Y. 2023-24 | F.Y. 2022-23 |
|----|--|--------------|--------------|
| 1 | Income from Operations | | |
| | a) Net sales | 37577.98 | 39510.75 |
| | b) Other Operating Income | 2765.11 | 1078.79 |
| | Total Income from operations | 40343.09 | 40589.54 |
| 2 | Total Expenses (excluding Depreciation and Finance Cost | 35684.26 | 36694.68 |
| 3 | Profit from operations before other income, finance costs and depreciation (1-2) | 4658.83 | 3894.86 |
| 4 | Add Other Income | 138.88 | 83.74 |
| 5 | Profit from ordinary activities before finance costs and Depreciation (3+4) | 4797.71 | 3978.60 |
| 6 | Less:- Finance Costs | 824.33 | 717.43 |
| | Less: Depreciation | 1338.25 | 1158.49 |
| 7 | Profit/(Loss) from Ordinary Activities Before Tax (5-6) | 2635.13 | 2102.68 |
| 8 | Tax Expense | 725.53 | 540.31 |
| 9 | Net Profit/(Loss) from Ordinary Activities After Tax (7-8) | 1909.60 | 1562.37 |
| 10 | Earnings Per Share (EPS) (Rs.) | 161.86 | 132.43 |

NEOLITE ZKW Lightings Pvt. Ltd.

Plot No. 38, Sector - 4B, HSIIDC Industrial Estate, Behadurgarh - 124507, Distt. Jhajjar (Haryana) INDIA
Tel. : +91-1276-350001 Fax : +91-1276-350002
E-mail : info@neolitezkw.com Website : www.neolitezkw.com

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

The Company has been able to achieve total income from operations Rs. 40343.09 Lakh as compared to Rs. 40589.54 Lakhs in the previous year. The company was able to earn other income amounting to Rs. 138.88 lakh as compared to Rs. 83.74 Lakh in the previous year.

Company is planning for set up additional manufacturing facility at pune. New business coming from the new customer will provide growth in the coming year.

SAP IMPLEMENTATION

Company is operated on SAP system in all units and office- SAP- HANA Enterprise Management.

Changes in nature of business

There is no change in the nature of business.

Changes in Share Capital, if any

There is no change in share capital during the year.

DIVIDEND

The Directors do not recommend any dividend during the year in view of the future expansion plan.

WEB ADDRESS, IF ANY, WHERE ANNUAL RETURN REFERRED TO IN SECTION 92 (3) HAS BEEN PLACED

The Company has web address. www.neolitezkw.com.

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the Company has placed a copy of the Annual Return on website of the Company i.e www.neolitezkw.com.

NUMBER OF MEETINGS OF THE BOARD

During the Financial Year 2022-23, the Company held 4(four) meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 were adhered to while considering the time gap between two meetings.

| S No. | Date of Meeting | Board Strength | No. of Directors Present |
|-------|---------------------------------|----------------|--------------------------|
| 1 | 22 nd June 23 | 3 | 2 |
| 2 | 22 nd September 23 | 3 | 3 |
| 3 | 20 th December 2023. | 3 | 2 |
| 4 | 6th February 24 | 3 | 3 |

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 your Directors confirms that-

(a) In the preparation of the Annual Accounts for the year ended 31st March 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors have prepared the annual accounts on a going concern basis.

(e) Company being unlisted sub clause (e) of section 134(3) is not applicable; and

(f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDITORS AND REPORT THEREON:

a) Statutory Auditors

Pursuant to Section 139 of the Companies Act, 2013, the term of the present Statutory Auditors of the Company, M/s. V Sachdeva & Associates Chartered Accountants (Firm Registration no. 004417N) is 5 (five) years from the conclusion of 30th Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company, subject to ratification by the shareholders at every Annual General Meeting. However, Ministry of Corporate Affairs, vide its Notification No. S.O. 1833 (E) dated May 7, 2018, dispensed with the requirement of ratification of appointment of Statutory Auditors at every Annual General Meeting.

Accordingly, no shareholders resolution is required for ratification of appointment of M/s. V Sachdeva & Associates, Chartered Accountants, as the Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013. Hence, no such resolution is moved at the ensuing Annual General Meeting.

b) Observations In the Auditors Report

During the year under review, the Auditors has not reported any matter of offence or fraud under section 143(12) of the Act, therefore no detail is required to be disclosed under section 134(3) (ca) of the Act.

c) Cost Auditors

The Board has appointed M/s V.K. Gupta & co., practicing Cost Accountants (as Cost Auditor of the Company for financial year ending 2023-24 in accordance with Section 148 of the Companies Act, 2013.

AMOUNTS TRANSFERRED TO RESERVES

During the financial year 2023-24, no amount has been transferred to general reserve.

MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.

DEPOSITS

The company has not accepted any deposits during the year.



DIRECTORS and KMP

There is no change in directors and KMP of the company during the year,

DETAILS OF SUBSIDIARY, JOINT VENTURES, ASSOCIATE COMPANIES & THEIR PERFORMANCE

The Company does not have any Subsidiary, Joint venture or Associate Company.

PARTICULARS OF LOANS, GURANTEES AND INVESTMENTS

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

RELATED PARTY TRANSACTIONS

All related party transactions entered during the financial year were on arm's length and were in the ordinary course of business. There are no material contracts, arrangements or transaction made by the company with its related parties, which may have a potential conflict with the interest of the company at large.

The particulars of the transactions at arm's length basis are disclosed in Form AOC-2 as per "Annexure A".

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO

A CONSERVATION OF ENERGY:

Though the Company does not come under the category of power intensive unit, adequate measures have been taken for energy conservation and thereby reducing energy cost.

Steps taken by the company for utilization alternate source of energy

The company had installed Solar Power system in its Bahadurgarh Plant. It is difficult to quantify the impact of individual energy reduction measures on the cost of production. This helps in energy conservation and reduces overall cost of energy.

B TECHNOLOGY ABSORPTION

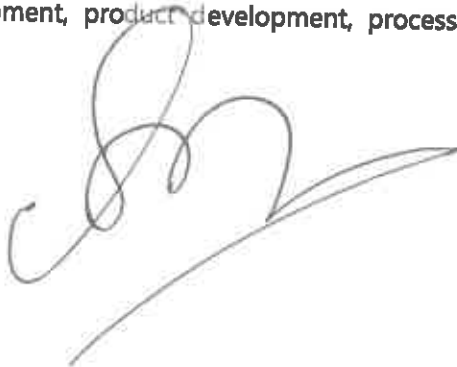
Research and Development

1. Specific Areas of in which R & D carried out by the company:

R & D carried out in the areas of designing, Tool development, product development, process engineering and testing.

2. Benefits Derived:

- Development of new products.
- Development of new dies and moulds.
- Increase in operational efficiency.
- Improvement in process control.



C. FOREIGN EXCHANGE OUTGO

The details of foreign exchange outgo have been detailed in the notes to accounts.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls which are commensurate to size and operations of the company. During the year, no area of concern, continuing failure or major weakness was observed.

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

The provisions of Section 135(2) read with Corporate Social Responsibility Rules, 2014 are applicable to the Company. A brief report on CSR activities is enclosed herewith as "Annexure B" of this report in the format prescribed as per Companies (Corporate Social Responsibility Policy) Rules, 2014.

RISK MANAGEMENT

The Board of Director has oversight in the areas of financial risk and control and is also responsible to frame, implement and monitor the risk management plan and ensuring its effectiveness. Risk is identified through a consistently applied methodology. The has put in place a mechanism to identify, assess, monitors and mitigate various risks to key business objectives.

The Statutory Auditors of the Company have reported that the Company has adequate internal controls systems over financial reporting.

PREVENTION OF SEXUAL HARRASMENT POLICY

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

SIGNIFICANT AND MATERIAL ORDERS WERE PASSED BY ANY REGULATORS OR COURT

No significant and material orders were passed by any Regulators or court or Tribunals impacting the going concern status and company's operations in future.

ACKNOWLEDGEMENT

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and Workers of the Company.

For & on behalf of the Board
for NEOLITE ZKW LIGHTINGS PRIVATE LIMITED



(Chairman)

PLACE: New Delhi

DATED: 24th September 24

Annexure -A

Form No. AOC- 2

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

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

Details of Contracts or arrangements or transactions are not at arm's length basis

| Name(s) of the related party and nature of relationship | Nature of contracts/ arrangement/ transaction | Duration of the contracts/ Arrangement / transaction | Salient terms of the contracts or arrangements or transaction including the value, if any | Justification for entering into such contracts or arrangements or transactions | Date (s) of approval by the Board | Amount paid as advances, if any | Date on which the special resolution was passed in general meeting as required under first provision to |
|---|---|--|---|--|-----------------------------------|---------------------------------|---|
| - | - | - | - | - | - | - | - |

Details of material Contracts or arrangements or transactions at arm's length basis

| Name(s) of the related party and nature of relationship | Nature of contracts/ arrangement / transaction | Duration of the contracts/ Arrangement/ transaction | Salient terms of the contracts or arrangements or transaction including the value, if any | Date (s) of approval by the Board | Date (s) of approval by the Board | Amount paid as advance if any |
|---|--|---|---|-----------------------------------|-----------------------------------|-------------------------------|
| - | - | - | - | - | - | - |



ANNUAL REPORT ON CSR ACTIVITIES (FY 2023-24)**1. Brief outline on CSR Policy of the Company:**

Company's CSR Policy is in consonance and as per objects of Section 135 of the Act and Rules made thereunder. The focus of the Company's CSR Policy is within the activities mentioned under Schedule VII of the Act. During the year, the Company spent towards the Birds and Animals Hospital at Sunpura, Noida & Tirthankar Leni, Maharashtra.

2. Composition of CSR Committee:

| Sr. No. | Name of Director | Designation/ Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---------|------------------|-------------------------------------|--|--|
| 1 | Mr Rajesh Jain | Chairman/Director | 2 | 2 |
| 2 | Ms Vaishali Jain | Director | 2 | 2 |

| | | |
|----|---|---|
| 3. | Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company. | http://neolitezkw.com |
| 4. | Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable. | Not Applicable |

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

| Sr. No. | Financial Year | Amount available for set-off from preceding financial years (in Rs) | Amount required to be set-off for the financial year, if any (in Rs) |
|---------|----------------|---|--|
| 1 | N.A. | Nil | Nil |
| 2 | N.A. | Nil | Nil |
| 3 | N.A. | Nil | Nil |
| | TOTAL | | |

6. Average net profit of the company as per section 135(5) : 28,74,14,900

7. (a) 2% of average net profit of the company as per section 135(5) : 57,48,298

(b) Surplus arising out of the CSR projects or programmes or activities of : Nil



- (c) Amount required to be set off for the financial year, if any: Nil
- (d) Total CSR obligation for the financial year (7a+7b- 7c): 57,48,298
8. (a) CSR amount spent or unspent for the financial year

| Total Amount Spent for the Financial Year. (in Rs.) | Amount Unspent (in Rs.) -- Nil | | | |
|--|--|------------------|--|------------------|
| | Total Amount transferred to Unspent CSR Account as per section 135(6). | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5). | |
| | Amount | Date of transfer | Name of the Fund | Date of Transfer |
| 57,48,298 | N.A. | N.A. | N.A. | N.A. |

(b) Details of CSR amount spent against ongoing projects for the financial year

| (1) Sr. No. | (2) Name of the Project | (3) Item from the list of activities in schedule VII to the Act. | (4) Local area (Yes/No). | (5) Location of the project. | | (6) Project Duration | (7) Amount spent for the project (in Rs.) | (8) Amount spent in the current F.Y. (in Rs.). | (9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.). | (10) Mode of implementation Direct (Yes/No) | (11) Mode of implementation - Through implementing agency. | |
|----------------|----------------------------|---|-----------------------------|---------------------------------|----------|-------------------------|--|---|--|--|---|-------------------------|
| | | | | State | District | | | | | | Name | CSR Registration Number |
| 1. | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| 2. | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| 3. | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| Total | | | | | | | | | | | | |

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

| (1) Sr. No. | (2) Name of the Project | (3) Item from the list of activities in schedule VII to the Act | (4) Local area (Yes/No) | (5) Location of the project. | | (6) Amount spent for the project (in Rs.) | (7) Mode of implementation Direct (Yes/No) | (8) Mode of implementation – Through implementing agency. | |
|----------------|---|--|----------------------------|---------------------------------|--------------------|--|---|--|-------------------------|
| | | | | State | District | | | Name | CSR Registration Number |
| 1 | Birds and Animals Hospital at Sunpura, Noida & Tirthankar Leni, Maharashtra | (iv) Birds and Animals Hospital at Noida | Yes | Uttar Pradesh | Gautam Budha Nagar | 57,48,298 | No | Abhay Daanam Bird and Animal Research centre. | CSR00001492 |
| Total | | | | | | 57,48,298 | | | |

(d) Amount spent in Administrative Overheads : Nil

(e) Amount spent on Impact Assessment, if applicable : Nil

(f) Total amount spent for the Financial Year : 57,48,298

(g) Excess amount for set off, if any

| S.N. | Particular | Amount (In Rs.) |
|-------|---|-----------------|
| (i) | 2% of average net profit of the company as per section 135(5) | 57,48,298 |
| (ii) | Total amount spent for the Financial Year | 57,48,298 |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | Nil |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | Nil |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | Nil |



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

| Sr. No. | Preceding Financial Year | Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.) | Amount spent in the reporting Financial Year (in Rs.) | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any | | |
|---------|--------------------------|--|---|---|----------------|------------------|
| | | | | Name of the Fund | Amount (in Rs) | Date of transfer |
| 1. | 2022-23 | Nil | Nil | NA | NA | NA |
| 2. | 2021-22 | Nil | Nil | NA | NA | NA |
| 3. | 2020-21 | Nil | Nil | NA | NA | NA |
| | TOTAL | | Nil | | | |

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

| (1) S.N. | (2) Project ID | (3) Name of the Project | (4) Financial Year in which the project was commenced | (5) Project duration | (6) Total amount allocated for the project (in Rs.) | (7) Amount spent on the project in the reporting Financial Year (in Rs.) | (8) Cumulative amount spent at the end of reporting Financial Year (in Rs.) | (9) Status of the project - Completed/ Ongoing |
|-------------|-------------------|----------------------------|--|-------------------------|--|---|--|---|
| 1. | NA | NA | NA | NA | NA | NA | NA | NA |
| 2. | NA | NA | NA | NA | NA | NA | NA | NA |
| 3. | NA | NA | NA | NA | NA | NA | NA | NA |
| | TOTAL | | | | | | | |

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).

(a) Date of creation or acquisition of the capital asset(s) :

NA

- (b) Amount of US\$ spent for creation or acquisition of capital asset :
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. :
- (c) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) :
- (d)

NA

NA

NA

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

N.A.

For and on behalf of the Board of Directors of
Neolite ZKW Lightings Private Limited



(Rajesh Jain)
Managing Director
DIN: 01481391

Place : New Delhi
Dated : 24th September 24