

TECHGRIND SOLUTIONS PRIVATE LIMITED

CIN: U46524GJ2023PTC141855

Registered Office: Shop 6, Ground & First Floor, Videocon Arizona, Ashram Road,
Usmanpura, Ahmedabad, Gujarat – 380014

Phone No. 9512008188; **Email:** techgrindsolutions@gmail.com

NOTICE OF THE 2ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the **SECOND (2ND) Annual General Meeting ("AGM")** of the members of **TECHGRIND SOLUTIONS PRIVATE LIMITED ("the Company")** will be held on **Monday, 29th September, 2025 at 04:00 p.m.** at the Registered Office of the Company situated at Shop 6, Videocon Arizona, Ashram Road, Usmanpura, Ahmedabad, Gujarat – 380014 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 and the Reports of Board of Directors and Auditor thereon;
2. To appoint a Director in place of Mr. Vipul Varjivandas Thakkar (DIN: 07702963), Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment;

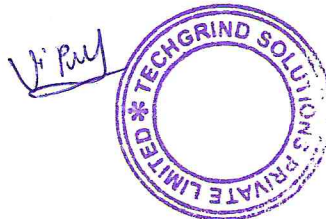
SPECIAL BUSINESS:

3. Approval of the related party transactions with M/s. Jay Jalaram Enterprise for the financial year 2025-26

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended from time to time and pursuant to the approval granted by the Board of Directors of the Company, the consent of members of the Company, be and is, hereby accorded to enter into the contract(s)/arrangement(s)/transaction(s) with M/s. Jay Jalaram Enterprise, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 for purchase and sale of mobile phones, its related accessories and purchase & sale of softwares related to mobile phones & audio-video devices, on such terms and conditions as the Board of Directors of the Company may deem fit up to a maximum aggregate value of ₹ 2000 Lakh for the financial year 2025-26 provided that the said contract(s) / arrangement(s) / transaction(s) be entered into by the Company with the said related party on market rate and arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary to give effect to this resolution."



D. B. Patel

4. Approval of the Related Party Transactions with M/s. Jay Jalaram Technologies Limited for the financial year 2025-26

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended from time to time and pursuant to the approval granted by the Board of Directors of the Company, the consent of members of the Company, be and is, hereby accorded to enter into the contract(s)/arrangement(s)/transaction(s) with M/s. Jay Jalaram Technologies Limited, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 for purchase and sale of mobile phones, its related accessories and sale of softwares related to mobile phones & audio-video devices and providing website maintenance services to M/s. Jay Jalaram Technologies Limited, on such terms and conditions as the Board of Directors of the Company may deem fit up to a maximum aggregate value of ₹ 3000 Lakh for the financial year 2025-26 provided that the said contract(s) / arrangement(s) / transaction(s) be entered into by the Company with the said related party on market rate and arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary to give effect to this resolution."

5. Approval of the Related Party Transactions with M/s. Hear More Techlife Private Limited for the financial year 2025-26

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act 2013 ("Act") and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended from time to time and pursuant to the approval granted by the Board of Directors of the Company, the consent of members of the Company, be and is, hereby accorded to enter into the contract(s) / arrangement(s) / transaction(s) with M/s. Hear More Techlife Private Limited, a related party within the meaning of Section 2(76) of the Companies Act 2013 for purchase and sale of mobile phones, its related accessories and sale of softwares related to mobile phones & audio-video devices, on such terms and conditions as the Board of Directors of the Company may deem fit up to a maximum aggregate value of ₹ 2000 Lakh for the financial year 2025-26 provided that the said contract(s) / arrangement(s) / transaction(s) be entered into by the Company with the said related party on market rate and arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution."

Vipul



D. A. Patel

6. Approval of the Related Party Transactions with M/s. Pratham Bhagautee Technologies Private Limited for the financial year 2025-26

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act 2013 ("Act") and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended from time to time and pursuant to the approval granted by the Board of Directors of the Company, the consent of members of the Company, be and is, hereby accorded to enter into the contract(s) / arrangement(s) / transaction(s) with M/s. Pratham Bhagautee Technologies Private Limited, a related party within the meaning of Section 2(76) of the Companies Act 2013 for purchase and sale of mobile phones, its related accessories, sale of softwares related to mobile phones & audio-video devices and providing website creation and maintenance services to M/s. Pratham Bhagautee Technologies Private Limited on such terms and conditions as the Board of Directors of the Company may deem fit up to a maximum aggregate value of ₹ 2000 Lakh for the financial year 2025-26 provided that the said contract(s) / arrangement(s) / transaction(s) be entered into by the Company with the said related party on market rate and arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution."

**By Order of the Board of Directors
For Techgrind Solutions Private Limited**

Registered Office:

Shop 6, Ground & First Floor,
Videocon Arizona,
Ashram Road, Usmanpura,
Ahmedabad, Gujarat – 380014

Place : Ahmedabad
Date : 28th August, 2025

Vipul Varjivandas Thakkar
Executive Director
DIN: 07702963



Dharmendra Babubhai Patel
Executive Director
DIN: 09754924

NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Ordinary and Special Business under Item Nos. 2 to 6 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT TO BE A MEMBER OF

THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding 50 in numbers and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights, as applicable. A member holding more than 10 percent of the total share capital of the Company and carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Proxy Form and Attendance Slip are enclosed at the end of the Annual Report. Members / Proxies / Authorized Representatives should bring their Attendance Slip duly filled in for attending the meeting. Proxy holder shall carry his/her valid identity proof (Driving License, Voter ID Card, Passport, PAN Card) in order to prove his/her identity.

3. The Route map showing directions to reach at the venue of this Meeting is given at the end of the Annual Report.
4. Details, as required pursuant to Secretarial Standard-2 on General Meetings, in respect of the Director who is liable to retire by rotation & eligible for re-appointment at the ensuing 2nd Annual General Meeting, are provided in Annexure-A to this Notice.
5. Corporate members are requested to send to the Company on the email id: techgrindsolutions@gmail.com the certified true copy of Board Resolution pursuant to the provisions of Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote on their behalf at the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote at the meeting.
7. Voting through Polling Papers/Ballot Papers shall be made available at the venue of the 2nd AGM.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant ("DP"). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
9. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts.
10. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the members in respect of the shares held by them. Members holding shares in electronic form shall submit nomination details to their respective depository participant.

Vipul



D. Bhatia

11. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company between 10:30 a.m. to 06:00 p.m. on all working days, except on holidays, up to and including the date of the 2nd AGM of the Company.
12. The Register of Directors and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be made available for inspection by the members at the 2nd AGM.
13. Members desirous of getting any information on the Annual Accounts of the Company at the 2nd Annual General Meeting ("AGM") of the Company, are requested to send an email to techgrindsolutions@gmail.com at least 7 days before the date of 2nd AGM so as to enable the management to keep the information ready on the date of AGM.
14. The Annual Report alongwith the Notice of 2nd AGM, Attendance Slip and Proxy Form is being sent over email to all the members of the Company.
15. To support the 'Green Initiative' of the Ministry of Corporate Affairs, the Members who have not registered their e-mail addresses are requested to contact your Depository Participant ("DP") and register your Email ID, Mobile No., PAN No., Bank Account details, Nomination details and other details with your DP as per the process advised by your DP.
16. The Company has a designated Email ID: techgrindsolutions@gmail.com for redressal of Shareholders'/Investors grievances. In case you have any queries/grievances, then kindly write to the abovementioned designated email address.
17. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date i.e. Monday, 22nd September, 2025**, shall be entitled to attend and vote at the meeting.
18. The voting rights of the members of the Company shall be in proportion to their share in the paid up equity share capital of the Company as on the **Cut-off date i.e. Monday, 22nd September, 2025**.

Registered Office:

Shop 6, Ground & First Floor,
Videocon Arizona,
Ashram Road, Usmanpura,
Ahmedabad, Gujarat – 380014

Place : Ahmedabad

Date : 28th August, 2025



Vipul Varjivandas Thakkar
Executive Director
DIN: 07702963



Dharmendra Babubhai Patel
Executive Director
DIN: 09754924

**By Order of the Board of Directors
For Techgrind Solutions Private Limited**

ANNEXURE TO THE NOTICE
Explanatory Statement
(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 2

Details of Director, who is liable to retire by rotation and seeking re-appointment at the 2nd AGM of the Company to be held on Monday, 29th September, 2025 [Pursuant to Secretarial Standards -2 on General Meetings issued by ICSI]

Name	Mr. Vipul Varjivandas Thakkar
Designation	Executive Director
DIN	07702963
Age (in years)	36 Years
Date of 1 st Appointment on the Board	05 th June, 2023
Qualification	B. Com.
Experience	More than 10 years
Brief profile including expertise and experience	Mr. Vipul Varjivandas Thakkar is having more than 10 years of experience of retail trading of audio devices & its related accessories, other electronic components and mobiles. He is also having knowledge and experience about general administration, branding, sales and marketing activities.
Brief terms and conditions of appointment & remuneration	Retire by Rotation
Details of remuneration sought to be paid	N. A.
Last drawn remuneration	Nil
Number of Board Meetings attended during the year 2024-25	5 Meeting attended out of 5 Meetings held
Other Directorship	1.) Hear More Techlife Private Limited & 2.) Pratham Bhagautee Technologies Limited
Chairmanship of other Board Committees	NIL
Membership of other Board Committees	1.) Jay Jalaram Technologies Limited Member, Audit Committee, Stakeholders Relationship Committee & Nomination and Remuneration Committee,
Shareholding in the Company (No. of Shares)	1300
Relationship with other Directors, Manager and Key Managerial Personnel	NIL

Vipul



D.B. Patel

Item No. 3

Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provides that the related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

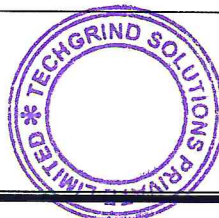
Jay Jalaram Enterprise is related parties with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013 and accordingly, transaction(s) entered with Jay Jalaram Enterprise comes within the meaning of Related Party Transaction(s). The value of proposed aggregate transactions with Jay Jalaram Enterprise is likely to exceed the threshold limit provided under Section 188 of the Companies Act 2013 during the financial year 2025-26.

The Board of Directors of the Company at their meeting held on 28th August, 2025 has approved the related party transaction(s) proposed to be entered by the Company with Jay Jalaram Enterprise during the financial year 2025-26 for amount no exceeding ₹ 2000 Lakhs subject to the approval of members of the Company at the ensuing Annual General Meeting.

Hence, approval of shareholders is being sought by way of Ordinary Resolution for the said Material Related Party Transaction(s) proposed to be entered by the Company with Jay Jalaram Enterprise during the financial year 2025-26. The said transactions with related party are in the ordinary course of business and at the arm's length basis.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, particulars of the transactions with Jay Jalaram Enterprise are as follows:

Sl. No	Particulars	Information
1.	Name of Related Parties	Jay Jalaram Enterprise
2.	Name of the Director or KMP who is related	Mr. Vipul Varjivandas Thakkar, Executive Director of the Company
3.	Nature of Relationship	Mr. Vipul Varjivandas Thakkar is a Brother of Mr. Kamlesh Varjivandas Thakkar and Mr. Kamlesh Varjivandas Thakkar is a Sole Proprietor of Jay Jalaram Enterprise.
4.	Monetary Value	The estimated aggregate value of contracts / arrangements / Transactions proposed in the resolution shall not exceed ₹ 2000 Lakhs during the F.Y. 2025-26 with Jay Jalaram Enterprise.
5.	Nature, materials terms and particulars of the Contracts/ arrangements	Purchase and sale of mobile phones, its related accessories and purchase & sale of softwares related to mobile phones & audio-video devices.
6.	Any advance paid or received for the contracts/arrangements	NIL
7.	Tenure of contracts/ arrangement	F.Y. 2025-26



8.	Any other information relevant or important for the members to take a decision on the proposed resolution.	NIL
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Therefore, your Directors recommends the proposed Ordinary Resolution mentioned at Item No. 3 of this Notice for shareholders' approval.

Except Mr. Vipul Varjivandas Thakkar and his relative, to the extent of their shareholding, if any, in the Company, none of other Directors or their relatives are concerned or interested in the said resolution.

Item No. 4

Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provides that the related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Jay Jalaram Technologies Limited is related parties with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013 and accordingly, transaction(s) entered with Jay Jalaram Technologies Limited comes within the meaning of Related Party Transaction(s). The value of proposed aggregate transactions with Jay Jalaram Technologies Limited is likely to exceed the threshold limit provided under Section 188 of the Companies Act 2013 during the financial year 2025-26.

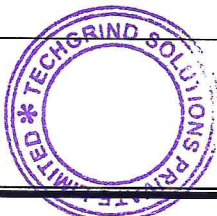
The Board of Directors of the Company at their meeting held on 28th August, 2025 has approved the material related party transaction(s) proposed to be entered by the Company with Jay Jalaram Technologies Limited during the financial year 2025-26 for amount no exceeding ₹ 3000 Lakhs subject to the approval of members of the Company at the ensuing Annual General Meeting.

Hence, approval of shareholders is being sought by way of Ordinary Resolution for the said Related Party Transaction(s) proposed to be entered by the Company with Jay Jalaram Technologies Limited during the financial year 2025-26. The said transactions with related party are in the ordinary course of business and at the arm's length basis.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, particulars of the transactions with Jay Jalaram Technologies Limited are as follows:

Sl. No	Particulars	Information
1.	Name of Related Parties	Jay Jalaram Technologies Limited
2.	Name of the Director or KMP who is related	i. Mr. Vipul Varjivandas Thakkar, Executive Director of the Company and ii. Mr. Mukeshkumar Navnitray Bhatt, Non-Executive Director of the Company
3.	Nature of Relationship	Jay Jalaram Technologies Limited is Holding Company of Techgrind Solutions Private Limited.

Vipul



D. D. Patel

		Mr. Vipul Varjivandas Thakkar and Mr. Mukeshkumar Navnitray Bhatt, Directors of the Company, are also Directors of Jay Jalaram Technologies Limited.
4.	Monetary Value	The estimated aggregate value of contracts / arrangements / transactions proposed in the resolution shall not exceed ₹ 3000 Lakhs during F.Y. 2025-26 with Jay Jalaram Technologies Limited.
5.	Nature, materials terms and particulars of the Contracts/ arrangements	Purchase and sale of mobile phones, its related accessories, sale of softwares related to mobile phones & audio-video devices and providing website maintenance services to Jay Jalaram Technologies Limited.
6.	Any advance paid or received for the contracts/arrangements	NIL
7.	Tenure of contracts/ arrangement	F.Y. 2025-26
8.	Any other information relevant or important for the members to take a decision on the proposed resolution.	NIL

Therefore, your Directors recommends the proposed Ordinary Resolution mentioned at Item No. 4 of this Notice for shareholders' approval.

Except Mr. Vipul Varjivandas Thakkar, Mr. Mukeshkumar Navnitray Bhatt and their relatives, to the extent of their shareholding, if any, in the Company, none of other Directors or their relatives are concerned or interested in the said resolution.

Item No. 5

Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provides that the related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Hear More Techlife Private Limited is related parties with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013 and accordingly, transaction(s) entered with Hear More Techlife Private Limited comes within the meaning of Related Party Transaction(s). The value of proposed aggregate transactions with Hear More Techlife Private Limited is likely to exceed the threshold limit provided under Section 188 of the Companies Act 2013 during the financial year 2025-26.

The Board of Directors of the Company at their meeting held on 28th August, 2025 has approved the material related party transaction(s) proposed to be entered by the Company with Hear More Techlife Private Limited during the financial year 2025-26 for amount no exceeding ₹ 2000 Lakhs subject to the approval of members of the Company at the ensuing Annual General Meeting.

Vipul



D. B. Patel

Hence, approval of shareholders is being sought by way of Ordinary Resolution for the said Related Party Transaction(s) proposed to be entered by the Company with Hear More Techlife Private Limited during the financial year 2025-26. The said transactions with related party are in the ordinary course of business and at the arm's length basis.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, particulars of the transactions with Hear More Techlife Private Limited are as follows:

Sl. No	Particulars	Information
1.	Name of Related Parties	Hear More Techlife Private Limited
2.	Name of the Director or KMP who is related	i. Mr. Vipul Varjivandas Thakkar, Executive Director of the Company and ii. Mr. Dharmendra Babubhai Patel, Executive Director of the Company
3.	Nature of Relationship	Mr. Vipul Varjivandas Thakkar and Mr. Dharmendra Babubhai Patel, Executive Directors of the Company, are also Directors of Hear More Techlife Private Limited.
4.	Monetary Value	The estimated aggregate value of contracts / arrangements / transactions proposed in the resolution shall not exceed ₹2000 Lakhs during F.Y. 2025-26 with Hear More Techlife Private Limited.
5.	Nature, materials terms and particulars of the Contracts/ arrangements	Purchase and sale of mobile phones, its related accessories, sale of softwares related to mobile phones & audio-video devices.
6.	Any advance paid or received for the contracts/arrangements	NIL
7.	Tenure of contracts / arrangement	F.Y. 2025-26
8.	Any other information relevant or important for the members to take a decision on the proposed resolution.	NIL

Therefore, your Directors recommends the proposed Ordinary Resolution mentioned at Item No. 5 of this Notice for shareholders' approval.

Except Mr. Vipul Varjivandas Thakkar, Mr. Dharmendra Babubhai Patel and their relatives, to the extent of their shareholding, if any, in the Company, none of other Directors or their relatives are concerned or interested in the said resolution.

Vipul



D. B. Patel

Item No. 6

Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provides that the related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Pratham Bhagautee Technologies Limited is related parties with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013 and accordingly, transaction(s) entered with Pratham Bhagautee Technologies Limited comes within the meaning of Related Party Transaction(s). The value of proposed aggregate transactions with Pratham Bhagautee Technologies Limited is likely to exceed the threshold limit provided under Section 188 of the Companies Act 2013 during the financial year 2025-26.

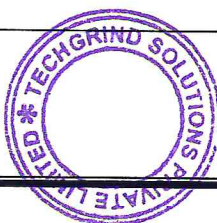
The Board of Directors of the Company at their meeting held on 28th August, 2025 has approved the material related party transaction(s) proposed to be entered by the Company with Pratham Bhagautee Technologies Limited during the financial year 2025-26 for amount no exceeding ₹ 2000 Lakhs subject to the approval of members of the Company at the ensuing Annual General Meeting.

Hence, approval of shareholders is being sought by way of Ordinary Resolution for the said Related Party Transaction(s) proposed to be entered by the Company with Pratham Bhagautee Technologies Limited during the financial year 2025-26. The said transactions with related party are in the ordinary course of business and at the arm's length basis.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, particulars of the transactions with Pratham Bhagautee Technologies Limited are as follows:

Sl. No	Particulars	Information
1.	Name of Related Parties	Pratham Bhagautee Technologies Limited
2.	Name of the Director or KMP who is related	Mr. Vipul Varjivandas Thakkar, Executive Director of the Company
3.	Nature of Relationship	Mr. Vipul Varjivandas Thakkar, Executive Director of the Company, is also Director of Pratham Bhagautee Technologies Limited.
4.	Monetary Value	The estimated aggregate value of contracts / arrangements / transactions proposed in the resolution shall not exceed ₹ 2000 Lakhs during F.Y. 2025-26 with Pratham Bhagautee Technologies Limited.
5.	Nature, materials terms and particulars of the Contracts/ arrangements	Purchase and sale of mobile phones, its related accessories, sale of softwares related to mobile phones & audio-video devices and providing website creation and maintenance services to Pratham Bhagautee Technologies Limited.
6.	Any advance paid or received for the contracts/arrangements	NIL
7.	Tenure of contracts / arrangement	F.Y. 2025-26

Vipul



D. B. Patel

8.	Any other information relevant or important for the members to take a decision on the proposed resolution.	NIL
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Therefore, your Directors recommends the proposed Ordinary Resolution mentioned at Item No. 6 of this Notice for shareholders' approval.

Except Mr. Vipul Varjivandas Thakkar and their relatives, to the extent of their shareholding, if any, in the Company, none of other Directors or their relatives are concerned or interested in the said resolution.

Registered Office:

Shop 6, Ground & First Floor,
Videocon Arizona,
Ashram Road, Usmanpura,
Ahmedabad, Gujarat – 380014

Place : Ahmedabad

Date : 28th August, 2025

Vipul

Vipul Varjivandas Thakkar
Executive Director
DIN: 07702963



By Order of the Board of Directors
For Techgrind Solutions Private Limited

D.B. Patel

Dharmendra Babubhai Patel
Executive Director
DIN: 09754924

BOARD'S REPORT

To,
The Members,

Your Directors take pleasure in presenting the 2nd Annual Report of TECHGRIND SOLUTIONS PRIVATE LIMITED, ("the Company") together with the Audited Financial Statements for the financial year ended 31st March, 2025.

Your Company was incorporated on 05th June, 2023 at Ahmedabad as a private limited company.

1. FINANCIAL SUMMARY AND HIGHLIGHTS:

The financial performance of the Company for the financial year ended 31st March, 2025 is summarized as below:

(₹ in Thousand)		
Particulars	FY 2024-25	FY 2023-24
Revenue from Operations	0	0
Other Income	0	0
Total Income	0	0
Total Expenses excluding Finance Cost and Depreciation	38.62	56.83
Profit / (Loss) before Interest, Depreciation & Tax (EBIDTA)	(38.62)	(56.83)
Less: Finance Cost	0	0
Less: Depreciation and Amortization Expenses	0	0
Profit / (Loss) Before Tax	(38.62)	(56.83)
Less: Provisions for Taxation including Deferred Tax	(1.65)	(6.59)
Net Profit / (Loss) for the year	(40.27)	(50.24)

The First Financial Year of the Company was from 05th June, 2023 (i.e. the Date of Incorporation) to 31st March, 2024. The Audited Financial Statements for the financial year ended 31st March, 2025, forming part of this Annual Report, have been prepared in accordance with the applicable Accounting Standards as notified by the Ministry of Corporate Affairs.

2. STATE OF COMPANY'S AFFAIRS:

During the financial year 2024-25, the Company has not generated any revenue and incurred Net Loss After Tax of ₹ 40,265/- as compared to ₹ 50,236/- during the previous financial year.

3. ALTERATIONS IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION:

Pursuant to the members' approval at their Annual General Meeting held on 30th July, 2024, the Board of Directors of the Company at their meeting held on 24th July, 2024 have approved the alterations in Object Clause of Memorandum of Association of the Company by adding one additional Object to the main object of the Company pertaining to the retail and wholesale business of mobile phones including second hand mobile phones, instruments, devices, storage devices, mobile phone related accessories etc.

Vipul



DB Patel

4. MATERIAL CHANGES AND COMMITMENTS:

There are no material changes and commitments, affecting the financial position of the Company which occurred between the end of financial year to which the financial statements relate and the date of this Board's Report.

5. CHANGE IN NATURE OF BUSINESS:

There was no change in the nature of business carried on by the Company during the year under review.

6. DIVIDEND:

With a view to conserve the resources for future prospect and growth of the Company, the Board of Directors of the Company have not recommended any dividend on equity shares for the financial year ended 31st March, 2025.

7. TRANSFER TO RESERVES:

During the year under review, no amount has been transferred to any reserve.

8. DEPOSITS:

During the year under review, the Company has neither accepted nor renewed any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) from the public or the members and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

9. DEMATERIALISATION OF EQUITY SHARES:

As on 31st March, 2025, all the equity shares of the Company are in demat mode.

10. SHARE CAPITAL:

AUTHORIZED SHARE CAPITAL

As on 31st March, 2025, the Authorised Equity Share Capital of the Company stands at ₹ 1,00,000/- divided into 10,000 Equity Shares of ₹ 10/- each.

ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL

The Issued, Subscribed and Paid-Up Equity Share Capital of the Company as on 31st March, 2025 stands at ₹ 1,00,000/- divided into 10,000 Equity Shares of ₹ 10/- each.

During the year under review, the Company has neither issued shares with differential voting rights nor has granted any stock options nor any sweat equity. As on 31st March, 2025, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

11. DETAILS ABOUT HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES / JOINT VENTURES:

As on 31st March, 2025, the Company does not have any subsidiary & associate companies and has not entered into any joint venture with any other company.

However, M/s. Jay Jalaram Technologies Limited is the holding company of the Company.

N. P. Ray



D. B. Acharya

12. ANNUAL RETURN:

As on 31st March, 2025, the Company does not have website so the web-link for Annual Return is not given.

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

All the transactions/contacts/arrangements with related parties shall be placed before the Board of Directors for review and approval.

During the financial year 2024-25, no related party transactions were entered into by the Company with related parties. Accordingly, the disclosure in Form AOC-2 is not applicable to the Company. The details of related parties are disclosed in Notes to the Financial Statements.

14. PARTICULARS OF EMPLOYEES:

The provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 were not applicable to the Company for the financial year ended 31st March, 2025.

15. PARTICULARS OF LOANS, GUARANTEES, SECURITIES OR INVESTMENTS MADE BY THE COMPANY:

During the year under review, the Company has neither granted any loans nor given any guarantees nor provided any securities nor made any investments under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.

16. BOARD OF DIRECTORS:**Composition of the Board:**

The following is the Board Composition as on 31st March, 2025:

DIN	Name of Directors	Designation
07702963	Mr. Vipul Varjivandas Thakkar	Executive Director
09754924	Mr. Dharmendra Babubhai Patel	Executive Director
07598386	Mr. Mukeshkumar Navnitray Bhatt	Non-Executive Director

Director resigned during the financial year 2024-25:

During the year under review, the following change has taken place in the composition of Board of Directors of the Company:

DIN	Name of Director	Date of Resignation	Changes during the year
05132770	Mr. Kamlesh Hariram Lalwani	09/09/2024	Resigned as Director (Non-Executive)

Retirement by rotation and subsequent re-appointment:

In accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Vipul Varjivandas Thakkar (DIN: 07702963),



Executive Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting ("AGM") and being eligible, offers himself for re-appointment. The Board recommends his re-appointment as such.

17. BOARD MEETINGS HELD DURING THE YEAR UNDER REVIEW:

During the Financial Year ended 31st March, 2025, the Board of Directors of the Company met Five times i.e. on 22.05.2024, 24.07.2024, 21.09.2024, 29.10.2024 and 22.02.2025. The maximum gap between two meetings was not more than 120 days. The requisite quorum was present at all the Meetings.

18. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company confirms that-

- a) In the preparation of annual accounts for the financial year ended 31st March, 2025, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- 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 as at 31st March, 2025 and of the profit and loss of the Company for financial year ended 31st March, 2025;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; 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.

19. AUDIT REPORT AND AUDITORS:

A. STATUTORY AUDITORS:

M/s. V C A N & Co., Chartered Accountants, (FRN: 125172W), Ahmedabad has been appointed as the Statutory Auditors of the Company for the term of five consecutive years i.e. from the financial year 2024-25 to financial year 2028-29 who shall hold the office from the conclusion of the ensuing 1st Annual General Meeting ("AGM") till the conclusion of 6th AGM of the Company, subject to the compliance of various applicable provisions of the Companies Act, 2013.

The Statutory Auditors have confirmed their eligibility and qualifications required under Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

AUDITORS' REPORT:

- The Auditors' Report for the financial year ended 31st March, 2025 does not contain any qualification, reservations or adverse remark.

Vipul



D.B. Datta

- As regards the comments made in the Auditors' Report, the Board is of the opinion that they are self-explanatory and does not require further clarification.

20. INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS:

The Statutory Auditors of the Company have not reported any instances of fraud to the Board of Directors of the Company under Section 143(12) of the Companies Act, 2013 including rules made thereunder.

21. CORPORATE SOCIAL RESPONSIBILITY:

The provisions of Section 135 of the Companies Act, 2013 and Rules made thereunder are not applicable to the Company for the financial year ended 31st March, 2025.

22. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year under review, there is no conservation of energy, technology absorption and foreign exchange earnings and outgo. Hence, the details required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014.

23. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATIONS IN FUTURE:

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

24. INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has an adequate internal financial control system commensurate with the nature of its business and the size and complexity of its operations and are operating effectively with no material weakness.

During the year under review, no material or serious observation has been received from the Statutory Auditors of the Company on the inefficiency or inadequacy of the said internal financial control system.

25. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

In accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (the 'Act') and Rules made thereunder, the Board of Directors of Company has not received any complaints with allegations of sexual harassment in the Company and the Company is committed to provide a safe and conducive work environment to its women employees during the year under review. As on 31.03.2025, there is no female employee on the payroll of the Company.

26. MAINTENANCE OF COST RECORDS:

The Company is not required to maintain Cost Records as specified under Section 148(1) of the Companies Act, 2013 and therefore, the appointment of Cost Auditor for undertaking audit of

Vipul



D. Gupta

cost records of the Company is not applicable. However, the Company is generally maintaining cost records of its business activities.

27. RISK MANAGEMENT POLICY:

The Company has a Risk Management Plan and Procedures for identification, assessment, management, minimization & monitoring of risks and also laid down the procedure to inform the Board members about the risk assessment and minimization procedures. It has identified various potential risks including but not limited to business dynamics, operations, liquidity, market/industry, human resource etc.

28. OTHER DISCLOSURES:

- a.) The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on the Meetings of Board of Directors including Committee Meetings and General Meetings.
- b.) There was no application made or proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year under review.
- c.) There was no instance of onetime settlement with any Bank or Financial Institution.

29. APPRECIATION:

The Board of Directors of the Company place on record sincere gratitude and appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year under review and also conveys its appreciation for its customers, shareholders, suppliers as well as vendors, bankers, business associates, regulatory and government authorities for their continued support.

By Order of the Board of Directors
For Techgrind Solutions Private Limited

Registered Office:

Shop 6, Ground & First Floor,
Videocon Arizona,
Ashram Road, Usmanpura,
Ahmedabad, Gujarat – 380014



Vipul Varjivandas Thakkar
Executive Director
DIN: 07702963



Dharmendra Babubhai Patel
Executive Director
DIN: 09754924

Place : Ahmedabad

Date : 22nd May, 2025

INDEPENDENT AUDITORS' REPORT

To

The Members of TECHGRIND SOLUTIONS PRIVATE LIMITED

Report on the audit report of the financial statement

Opinion

We have audited the accompanying financial statements of **TECHGRIND SOLUTIONS PRIVATE LIMITED**, which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss for the year ended (from 1st April 2024 to 31st March 2025), Cash Flow Statement for the year ended 31st March, 2025 and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit (or Loss) for the year ended on that date (from 1st April 2024 to 31st March 2025).

Basis for opinion

We conducted our audit in accordance with the standards on auditing 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 Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

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



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Our Offices : Ahmedabad | Bhilwara | Gurugram | Mumbai | New Delhi | Noida | Patna | Raipur | Vadodara

"Priority of Service over personal gain"

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report 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 standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's board of directors are responsible for the matters stated in section 134 (5) of 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 scepticism 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls

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

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

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.



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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

The provisions of 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 Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The balance sheet, the statement of profit and loss, and the 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 the written representations received from the directors as on March 31, 2025, taken on record by the board of directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164 (2) of the Act;



(f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B.

(g) With respect to other matters to be included in the Auditor's Report in accordance with requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the company being a private company, section 197 of the Act related to the managerial remuneration is not applicable.

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

- i. The Company does not have any pending litigations which would impact its financial position
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.



- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. During the year, the company has not declared or paid any dividend. , reporting under rule 11 (f) of the Act is not applicable.
- 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. The audit trail functionality was enabled and operated in respect of one set of books, and we did not come across any instance of the audit trail feature being tampered with during the course of our audit and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For, V C A N & CO
Chartered Accountants
FRN: 125172W



CA Saurabh Jain
Partner

UDIN: 25175015BMIBEC2628

M.No.: 175015

Place: Ahmedabad

Date: 22/05/2025



Annexure 'A' to the independent auditor's report

Refer to the independent auditors' report of even date to the members of Techgrind Solutions Private Limited on the standalone financial statements for the year ended on 31st March 2025.

- (i)(a) (A) The Company does not own any Property, Plant and Equipment during the year ended 31 March 2025 therefore, the requirement to report on clause (i)(a)(A) of the Order is not applicable to the Company.
- (i)(a)(B) The Company does not own any intangibles assets during the year ended 31 March 2025 therefore, the requirement to report on clause (i)(a)(B) of the Order is not applicable to the Company.
- (i)(b) There is no Property, Plant and Equipment held by the Company and accordingly, the requirement to report on clause 3(i)(b) of the Order is not applicable to the Company.
- (i)(c) There is no immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), held by the Company and accordingly, the requirement to report on clause 3(i)(c) of the Order is not applicable to the Company.
- (i)(d) The Company has not revalued its Property, Plant and Equipment or intangible assets during the year ended March 31, 2025. Accordingly, the requirement to report on clause 3 (i)(d) of the Order is not applicable to the Company.
- (i)(e) There are no proceedings initiated or are pending against the Company for holding any Benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder. Accordingly, the requirement to report on clause 3(i)(e) of the Order is not applicable to the Company.
- (ii)(a) The Company does not have any inventory during the year ended 31 March 2025, therefore, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.
- (ii)(b) The Company has not been sanctioned any working capital limits in excess of five crores in aggregate from bank during the year on the basis of security of current assets of the Company. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.



- (iii)(a)(A) The company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year the Company. Accordingly, the requirement to report on clause 3(iii) of the Order is not applicable to the Company.
- (iii)(a)(B) Company has not provided any advances in the nature of loans to various parties other than its subsidiaries, joint ventures and associates.; accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.
- (iii)(b) No, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest; accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.
- (iii)(c) No, the loans and advances provided in the nature of loans, doesn't have any schedule of repayment of principal, accordingly the requirement to report on clause 3(iii)(c) of the Order is not applicable to the company.
- (iii)(d) No amount is overdue for more than ninety days. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.
- (iii)(e) No loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.
- (iii)(f) There was no loan which were granted during the year to promoters/related parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) The Company does not have any Loan, Investment, Guarantees and Security therefore the provisions of Section 185 & 186 are not applicable to the company. Accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.
- (v) 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. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.



- (vi) The Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products/services of the Company. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.
- (vii)(a) The company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, duty of customs and any other statutory dues with the appropriate authorities. No undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, goods and service tax, duty of customs and any other statutory dues were outstanding at the year end, for a period of more than six months from the dates they become payable. Accordingly, the requirement to report on clause 3 (vii) (a) of the Order is not applicable to the Company.
- (vii)(b) There are no dues of goods and services tax, provident fund, income tax, cess, goods and service tax and other statutory dues which have not been deposited on account of any dispute, therefore the requirement to report on clause 3(vii)(b) of the Order is not applicable to the Company
- (viii) 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.
- (ix)(a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Accordingly, the requirement to report on clause 3(ix)(a) of the Order is not applicable to the Company.
- (ix)(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority. Accordingly, the requirement to report on clause 3(ix)(b) of the Order is not applicable to the Company.
- (ix)(c) The Company did not have any term loans outstanding during the year therefore, the requirement to report on clause 3 (ix)(c) of the Order is not applicable to the Company.
- (ix)(d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company. Accordingly, the requirement to report on clause 3(ix)(d) of the Order is not applicable to the Company.



- (ix)(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.
- (ix)(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies., the requirement to report on clause 3 (ix)(f) of the Order is not applicable to the Company.
- (x)(a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) , the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (x)(b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and therefore requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi)(a) According to the information and explanations given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit, therefore, the requirement to report on clause 3 (xi)(a) of the Order is not applicable to the Company.
- (xi)(b) Provisions of sub-section (12) of section 143 of the Companies Act, 2013 are not applicable to the Company, therefore, the requirement to report on clause 3(xi)(b) of the Order is not applicable to the Company.
- (xi)(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year, therefore, the requirement to report on clause 3(xi)(c) of the Order is not applicable to the Company.
- (xii) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013, therefore, the requirement to report on clause 3(xii) of the Order is not applicable to the Company.
- (xiii) The Company does not have any transactions with the related parties where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards. The provisions of section 177 and 188 are not applicable to the Company and accordingly the requirements to report under clause 3(xiii) of the Order is not applicable to the Company



- (xiv) Provisions of Section 138 of the Companies Act, 2013 are not applicable to the company, therefore, the requirement to report on clause 3(xiv)(a) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us and on an overall examination of the records of the company, we report that the company has not entered into any non-cash transaction with directors or persons connected with them as referred to in section 192 of the Companies Act 2013, therefore, the requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi)(a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.
- (xvi)(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company.
- (xvi)(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (xvi)(d) There is no Core Investment Company as a part of the Group, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) The Company has incurred cash losses in the current year to the extent of ₹ 38.62 Thousand's.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.



- (xix) On the basis of the financial ratios disclosed in Note 16 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) During the year, section 135 regarding Corporate Social Responsibility of the Act is not applicable to the company, accordingly, the requirements to report on clause 3(xx)(a) and (b) of the Order are not applicable to the Company.

For, V C A N & CO
Chartered Accountants
FRN: 125172W



CA Saurabh Jain
Partner

UDIN: 25175015BMIBEC2628

M.No.: 175015

Place: Ahmedabad

Date: 22/05/2025



Annexure 'B' to the Independent Auditor's Report

Referred to in Paragraph 2 (F) under "Report on Other Legal and Regulatory Requirements" section of the Independent Auditor's Report of even date to the Members of Techgrind Solutions Private Limited on the Standalone Financial Statements for the year ended 31st March, 2025

Report on the Internal Financial Controls with reference to Standalone Financial Statements 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 Techgrind Solutions Private Limited ("the Company") as of 31st March, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibilities 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 Act.

Auditor's Responsibilities

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by the ICAI. Those Standards and the Guidance Note required that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the internal financial controls with reference to financial statements 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 standalone financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting with reference to Standalone Financial Statements

A Company's internal financial control over financial reporting with reference to these standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting with reference to these standalone financial statements includes those policies and procedures that:

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone 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 standalone financial statements.

Inherent limitations of Internal Financial Controls with reference to Standalone Financial Statements

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



Opinion

In our opinion , the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these standalone financial statements and such in internal financial controls over financial reporting with reference to these standalone financial statements were operating effectively as at 31st March, 2025 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India.

For, V C A N & Co.
Chartered Accountants
FRN:125172W



CA. Saurabh Jain
Partner,
Membership No. 175015
UDIN: 25175015BMIBEC2628
Place: Ahmedabad
Date: 22/05/2025



TECHGRIND SOLUTIONS PRIVATE LIMITED

(CIN: U46524GJ2023PTC141855)

Balance Sheet as at 31-March-2025

(' in '000)

Particulars	Note	31-March-2025	31-March-2024
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	3	100.00	100.00
(b) Reserves and Surplus	4	(90.50)	(50.24)
Total		9.50	49.76
(2) Current liabilities			
(a) Other Current Liabilities	5	2.00	-
(b) Short-term Provisions	6	20.00	10.00
Total		22.00	10.00
Total Equity and Liabilities		31.50	59.76
II. ASSETS			
(1) Non-current assets			
(a) Deferred Tax Assets (net)	7	4.95	6.59
Total		4.95	6.59
(2) Current assets			
(a) Cash and cash equivalents	8	26.55	49.83
(b) Other Current Assets	9	-	3.34
Total		26.55	53.17
Total Assets		31.50	59.76

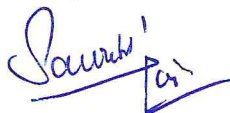
See accompanying notes to the financial statements

As per our report of even date

For V C A N & Co.

Chartered Accountants

Firm's Registration No. 125172W


CA Saurabh Jain

Partner
Membership No. 175015
UDIN: 25175015BMIBEC2628
Place: Ahmedabad
Date: 22-May-2025



For and on behalf of the Board of Director of
TECHGRIND SOLUTIONS PRIVATE LIMITED


Dharmendra Babubhai Patel
Executive Director
DIN: 09754924


Vipul Varjivandas
Thakkar
Executive Director
DIN: 07702963



Place: Ahmedabad
Date: 22-May-2025

TECHGRIND SOLUTIONS PRIVATE LIMITED

(CIN: U46524GJ2023PTC141855)

Statement of Profit and loss for the year ended 31-March-2025

(' in '000)

Particulars	Note	31-March-2025	31-March-2024
Revenue from Operations		-	-
Total Income		-	-
Expenses			
Other Expenses	10	38.62	56.83
Total expenses		38.62	56.83
Profit/(Loss) before Exceptional and Extraordinary Item and Tax		(38.62)	(56.83)
Exceptional Item		-	-
Profit/(Loss) before Extraordinary Item and Tax		(38.62)	(56.83)
Extraordinary Item		-	-
Profit/(Loss) before Tax		(38.62)	(56.83)
Tax Expenses	11		
- Current Tax		-	-
- Deferred Tax		1.65	(6.59)
Profit/(Loss) after Tax		(40.27)	(50.24)
Earnings Per Share (Face Value per Share Rs.10 each)			
-Basic (In Rs)	12	(4.03)	(6.11)
-Diluted (In Rs)	12	(4.03)	(6.11)

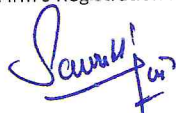
See accompanying notes to the financial statements

As per our report of even date

For V C A N & Co.

Chartered Accountants

Firm's Registration No. 125172W


 CA Saurabh Jain

Partner

Membership No. 175015

UDIN: 25175015BMIBEC2628

Place: Ahmedabad

Date: 22-May-2025

For and on behalf of the Board of Director of
TECHGRIND SOLUTIONS PRIVATE LIMITED


Dharmendra Babubhai Patel

Executive Director

DIN: 09754924


Vipul Varjivandas
Thakkar

Executive Director

DIN: 07702963



Place: Ahmedabad

Date: 22-May-2025

TECHGRIND SOLUTIONS PRIVATE LIMITED
(CIN: U46524GJ2023PTC141855)

Cash Flow Statement for the year ended 31-March-2025

(` in '000)

Particulars	Note	31-March-2025	31-March-2024
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit after tax		(40.27)	(56.83)
Profit/(loss) from Discontinuing Operation (after tax)		-	-
Depreciation and Amortisation Expense		-	-
Provision for tax		1.65	-
Operating Profit before working capital changes		(38.62)	(56.83)
Adjustment for:			
Other Current Assets		3.34	(3.34)
Other Current Liabilities		2.00	-
Short-term Provisions		10.00	10.00
Cash (Used in)/Generated from Operations		(23.28)	(50.17)
Tax paid(Net)		-	-
Net Cash (Used in)/Generated from Operating Activities		(23.28)	(50.17)
CASH FLOW FROM INVESTING ACTIVITIES			
Net Cash (Used in)/Generated from Investing Activities		-	-
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from Issue of Share Capital		-	100.00
Net Cash (Used in)/Generated from Financing Activities		-	100.00
Net Increase/(Decrease) in Cash and Cash Equivalents		(23.28)	49.83
Opening Balance of Cash and Cash Equivalents		49.83	-
Exchange difference of Foreign Currency Cash and Cash equivalents		-	-
Closing Balance of Cash and Cash Equivalents	8	26.55	49.83

Note:

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), "Cash Flow Statements".

See accompanying notes to the financial statements

As per our report of even date

For V C A N & Co.

Chartered Accountants

Firm's Registration No. 125172W

CA Saurabh Jain

Partner

Membership No. 175015

UDIN: 25175015BMIBEC2628

Place: Ahmedabad

Date: 22-May-2025



For and on behalf of the Board of Director of
TECHGRIND SOLUTIONS PRIVATE LIMITED

Dharmendra

Dharmendra Babubhai Patel

Executive Director

DIN: 09754924

Vipul

Vipul Varjivandas
Thakkar

Executive Director

DIN: 07702963



Place: Ahmedabad

Date: 22-May-2025

TECHGRIND SOLUTIONS PRIVATE LIMITED

(CIN: U46524GJ2023PTC141855)

Notes forming part of the Financial Statements

1 COMPANY INFORMATION

Techgrind Solutions Private Limited originally incorporated under the provisions of the Companies Act, 2013 as Private limited Company on 5th June 2023 and has its registered office in Ahmedabad, Gujarat. The company will engage in Software business like, formation, updation & maintenance of websites, trading of various software, development of software, providing online platforms for marketing of products, digital marketing services, payment gateways and other e-commerce activities.

2 SIGNIFICANT ACCOUNTING POLICIES

a Basis of Preparation

These 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 the Companies Act, 2013, as applicable. The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value.

b Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, less accumulated depreciation / amortisation. Costs include all expenses incurred to bring the asset to its present location and condition.

Property, Plant and Equipment exclude computers and other assets individually costing ₹ 5,000 or less which are not capitalised except when they are part of a larger capital investment programme.

c Depreciation and amortization

Depreciation has been provided on the Fixed Asset on the SLM/WDV method and in accordance with the useful life of the Asset as prescribed under Schedule II of the Companies Act, 2013.

The useful life of the Assets has been taken as below;

Type of Assets	Useful Life
Buildings	30 Years
Plant and Equipment	15 Years
Furniture and Fixtures	10 Years
Vehicles	8 Years
Office equipment	5 Years
Computers	3 Years

d Impairment of assets

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset. Reversal of impairment loss is recognised as income in the statement of profit and loss.



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D.B. Patel

e Investment

Long-term investments and current maturities of long-term investments are stated at cost, less provision for other than temporary diminution in value. Current investments, except for current maturities of long-term investments, comprising investments in mutual funds, government securities and bonds are stated at the lower of cost and fair value.

f Inventories

Raw materials are carried at the lower of cost and net realisable value. Cost is determined on a weighted average basis. Purchased goods-in-transit are carried at cost. Work-in-progress is carried at the lower of cost and net realisable value. Stores and spare parts are carried at lower of cost and net realisable value. Finished goods produced or purchased by the Company are carried at lower of cost and net realisable value. Cost includes direct material and labour cost and a proportion of manufacturing overheads.

The valuation for inventories is as follows;

Classification	Valuation Policy
Finished Goods	At lower of cost or net realizable value.
Raw Material	At lower of cost or net realizable value.
WIP	At Cost
Consumables	At Cost

g Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

h Revenue recognition

Revenue from the sale of equipment are recognised upon delivery, which is when title passes to the customer. Revenue is reported net of discounts.

Dividend is recorded when the right to receive payment is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

i Employee Benefits

Post-employment benefit plans

Contributions to defined contribution retirement benefit schemes are recognised as expense when employees have rendered services entitling them to such benefits.

For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the statement of profit and loss for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, or amortised on a straight-line basis over the average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

Other employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave, overseas social security contributions and performance incentives.

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.



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j Foreign currency transactions

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses are recognised in the statement of profit and loss. Exchange difference arising on a monetary item that, in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in a foreign currency translation reserve.

k Taxation

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognised as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with it will fructify.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

l Earnings Per Shares

Basic earning per share is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earning per share is computed by taking into account the weighted average number of equity shares outstanding during the period and the weighted average number of equity shares which would be issued on conversion of all dilutive potential equity shares into equity shares.

m Provisions, Contingent liabilities and Contingent assets

A provision is recognised 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 and compensated absences) are not discounted to its 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. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.



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D. B. R.

TECHGRIND SOLUTIONS PRIVATE LIMITED

(CIN: U46524GJ2023PTC141855)

Notes forming part of the Financial Statements

3 Share Capital

(' in '000)

Particulars	31-March-2025	31-March-2024
Authorised Share Capital		
Equity Shares, of Rs. 10 each, 10000 (Previous Year -10000) Equity Shares	100.00	100.00
Issued, Subscribed and Fully Paid up Share Capital		
Equity Shares, of Rs. 10 each, 10000 (Previous Year -10000) Equity Shares paid up	100.00	100.00
Total	100.00	100.00

Shares in respect of each class in the company held by its holding company or its ultimate holding company including shares held by or by subsidiaries or associates of the holding company or the ultimate holding company in aggregate - NIL

Shares Reserved for issue under options & contracts ,disinvestment including terms & amounts - NIL

Aggregate number and class of shares allotted as fully paid-up pursuant to contract(s) without payment being received in cash - NIL

Aggregate number and class of shares allotted as fully paid-up by way of bonus shares - NIL

Aggregate number and class of shares bought back - NIL

Terms of any securities convertible into equity/preference shares issued along with the earliest date of conversion in descending order starting from the farthest such date - NIL

Calls unpaid (showing aggregate value of calls unpaid by directors and officers) - NIL

Forfeited shares (amount originally paid-up) - NIL

(i) Reconciliation of number of shares

Particulars	31-March-2025		31-March-2024	
	No. of shares	(' in '000)	No. of shares	(' in '000)
Equity Shares				
Opening Balance	10,000	100.00	-	-
Issued during the year	-	-	10,000	100.00
Deletion	-	-	-	-
Closing balance	10,000	100.00	10,000	100.00

(ii) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has one class of equity shares. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(iii) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company

Equity Shares	31-March-2025		31-March-2024	
Name of Shareholder	No. of shares	In %	No. of shares	In %
Jay Jalaram Technologies Limited	5,100	51.00%	5,100	51.00%
Dharmendra Babubhai Patel	1,300	13.00%	1,300	13.00%
Mukeshkumar Navnitray Bhatt	2,300	23.00%	1,300	13.00%
Vipul Varjivandas Thakkar	1,300	13.00%	1,300	13.00%
Kamlesh Hariram Lalwani	-	0.00%	1,000	10.00%



Handwritten signature
D.B. Patel

(iv) Shares held by Promoters at the end of the year 31-March-2025

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Jay Jalaram Technologies Limited	Equity	5,100	51.00%	0.00%
Dharmendra Babubhai Patel	Equity	1,300	13.00%	0.00%
Mukeshkumar Navnitray Bhatt	Equity	2,300	23.00%	76.92%
Vipul Varjivandas Thakkar	Equity	1,300	13.00%	0.00%
Kamlesh Hariram Lalwani	Equity	-	10.00%	100.00%

Shares held by Promoters at the end of the year 31-March-2024

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Jay Jalaram Technologies Limited	Equity	5,100	51.00%	0.00%
Dharmendra Babubhai Patel	Equity	1,300	13.00%	0.00%
Mukeshkumar Navnitray Bhatt	Equity	1,300	13.00%	0.00%
Vipul Varjivandas Thakkar	Equity	1,300	13.00%	0.00%
Kamlesh Hariram Lalwani	Equity	1,000	10.00%	0.00%

4 Reserves and Surplus

(' in '000)

Particulars	31-March-2025	31-March-2024
Statement of Profit and loss		
Balance at the beginning of the year	(50.24)	-
Add: Profit/(loss) during the year	(40.27)	(50.24)
Balance at the end of the year	(90.50)	(50.24)
Total	(90.50)	(50.24)

5 Other current liabilities

(' in '000)

Particulars	31-March-2025	31-March-2024
Creditor for Expenses	2.00	-
Total	2.00	-

6 Short term provisions

(' in '000)

Particulars	31-March-2025	31-March-2024
Provision for Audit Fees	20.00	10.00
Total	20.00	10.00



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D.B. Patel

TECHGRIND SOLUTIONS PRIVATE LIMITED

(CIN: U46524GJ2023PTC141855)

Notes forming part of the Financial Statements

(' in '000)

7 Deferred tax assets net

Particulars	31-March-2025	31-March-2024
Deferred Tax Assets	4.95	6.59
Total	4.95	6.59

(' in '000)

8 Cash and cash equivalents

Particulars	31-March-2025	31-March-2024
Balances with banks in current accounts	26.55	49.83
Total	26.55	49.83

(' in '000)

9 Other current assets

Particulars	31-March-2025	31-March-2024
Prepaid Expenses	-	3.34
Total	-	3.34

(' in '000)

10 Other expenses

Particulars	31-March-2025	31-March-2024
Auditors' Remuneration	10.00	10.00
Professional fees	24.67	13.62
Rates and taxes	3.30	-
Bank Charges	0.65	0.46
Incorporation Expenses	-	32.75
Total	38.62	56.83

(' in '000)

11 Tax Expenses

Particulars	31-March-2025	31-March-2024
Deferred Tax	1.65	(6.59)
Total	1.65	(6.59)

*Vifal**D. S. Puri*

TECHGRIND SOLUTIONS PRIVATE LIMITED

(CIN: U46524GJ2023PTC141855)

Notes forming part of the Financial Statements

12 Earning per share

Particulars	31-March-2025	31-March-2024
Profit attributable to equity shareholders (' in '000)	(40.27)	(50.24)
Weighted average number of Equity Shares	10,000	8,224
Earnings per share basic (Rs)	(4.03)	(6.11)
Earnings per share diluted (Rs)	(4.03)	(6.11)
Face value per equity share (Rs)	10	10

13 Auditors' Remuneration

(' in '000)

Particulars	31-March-2025	31-March-2024
Payments to auditor as		
- Auditor	10.00	10.00
Total	10.00	10.00

14 Micro and Small Enterprise

The Company has not received certificate under MSME act from any vendor and suppliers, therefore, no dues to suppliers (trade and capital) registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act').

15 Related Party Disclosure**(i) List of Related Parties****Relationship**

Jay Jalaram Technologies Limited

Holding Company

Dharmendra Babubhai Patel

Executive Director

Mukeshkumar Navnitray Bhatt

Non- Executive Director

Vipul Varjivandas Thakkar

Executive Director

Kamlesh Hariram Lalwani (Resigned w.e.f. 09.09.2024)

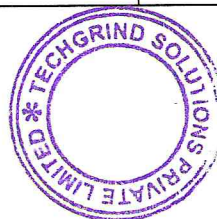
Non- Executive Director

Hear More Techlife Private Limited

Group Company

16 Ratio Analysis

Particulars	Numerator/Denominator	31-March-2025	31-March-2024	Change in %
(a) Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	1.21	5.32	-77.30%
(b) Return on Equity Ratio	$\frac{\text{Profit after Tax}}{\text{Average Shareholder's Equity}}$	-135.89%	0.00%	
(c) Return on Capital employed	$\frac{\text{Earning before interest and taxes}}{\text{Capital Employed}}$	-406.53%	-114.20%	-255.98%



Vipul
D.B. Patel

17 Other Statutory Disclosures as per the Companies Act, 2013

The Company does not have any immovable property with respect to Land.

The Company does not have any investment property.

The Company does not have contingent liabilities outstanding for the year ended 31st March 2025.

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 not taken any facilities from banks. There are no charges or satisfaction yet to be registered with Registrar of Companies (ROC) beyond the statutory period.

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 ended 31st March 2025.

The Balance of the Trade Receivables and Trade Payables are subject to confirmation. Any adjustment if required, will be made on receipt of the same.

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

There are no Capital-Work-in Progress so the ageing schedule for the same is not applicable.

There are no intangible assets under development so the ageing schedule for the same is not applicable.

The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017.

The company doesn't have any subsidiary as on the Balance sheet date and accordingly no consolidation to the Financials Statements are require to be prepared.

Company is having only one 'business segment' and 'geographical segment'. Therefore, no segment reporting as per AS- 17 is required to be reported.

The Company has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year.

The provisions of Corporate Social Responsibility (Section 135 of the Companies Act, 2013) are not applicable to the Company during the year ended 31st March 2025

18 Regrouping

All values are rounded off to the nearest rupees in Thousands, except where otherwise indicated. The Company has been incorporated on 05th June 2023 and therefore, the figures for the corresponding previous year have not been reported.

As per our report of even date

For V C A N & Co.

Chartered Accountants

Firm's Registration No. 125172W

CA Saurabh Jain

Partner

Membership No. 175015

UDIN: 25175015BMIBEC2628

Place: Ahmedabad

Date: 22-May-2025



For and on behalf of the Board of Director of
TECHGRIND SOLUTIONS PRIVATE LIMITED

D. Babu

Dharmendra Babubhai Patel

Executive Director

DIN: 09754924

Vipul

Vipul Varjivandas Thakkar

Executive Director

DIN: 07702963



Place: Ahmedabad

Date: 22-May-2025

TECHGRIND SOLUTIONS PRIVATE LIMITED

CIN: U46524GJ2023PTC141855

Registered Office: Shop 6, Ground & First Floor, Videocon Arizona, Ashram Road,
Usmanpura, Ahmedabad, Gujarat – 380014

Phone No. 9512008188; **Email:** techgrindsolutions@gmail.com

ATTENDANCE SLIP

2nd Annual General Meeting held on Monday, the 29th Day of September, 2025 at 04:00 P. M.

DP ID-Client ID: _____

No. of shares held: _____

Name & Address of the Shareholder: _____

Name of the Proxy, if any _____

I/We hereby record my/our presence at the 2nd Annual General Meeting of the Company to be held on **Monday, the 29th Day of September, 2025 at 04:00 P. M.** at the registered office of the Company situated at Shop 6, Videocon Arizona, Ashram Road, Usmanpura, Ahmedabad, Gujarat – 380014.

Member's/ Proxy's Signature

Notes:

1. Please fill this attendance slip and hand it over at the entrance of the meeting hall.
2. Members/Proxy Holders are requested to show their Photo ID Proof for attending the meeting.

TECHGRIND SOLUTIONS PRIVATE LIMITED**CIN: U46524GJ2023PTC141855****Registered Office:** Shop 6, Ground & First Floor, Videocon Arizona, Ashram Road,
Usmanpura, Ahmedabad, Gujarat – 380014**Phone No.** 9512008188; **Email:** techgrindsolutions@gmail.com**Form No. MGT-11****Proxy Form***[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014]*

CIN : U46524GJ2023PTC141855
Name of the Company : TECHGRIND SOLUTIONS PRIVATE LIMITED
Registered Office : Shop 6, Ground & First Floor, Videocon Arizona, Ashram Road,
Usmanpura, Ahmedabad, Gujarat – 380014
Name of the Member(s) :
Registered Address :
E-mail Id :
Client Id :
DP ID :

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. Name:..... Address:
E-mail Id: Signature: or failing him/her
2. Name:..... Address:
E-mail Id: Signature: or failing him/her
3. Name:..... Address:
E-mail Id: Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2nd Annual General Meeting of the Company, to be held on **Monday, the 29th Day of September 2025 at 04:00 P. M.** at Shop 6, Videocon Arizona, Ashram Road, Usmanpura, Ahmedabad, Gujarat – 380014 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description of Resolutions
Ordinary Business:	
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2025 and the Reports of Board of Directors and Auditor thereon
2.	To appoint a Director in place of Mr. Vipul Varjivandas Thakkar (DIN: 07702963), Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment
Special Business:	
3.	Approval of the related party transactions with M/s. Jay Jalaram Enterprise for the financial year 2025-26
4.	Approval of the Related Party Transactions with M/s. Jay Jalaram Technologies Limited for the financial year 2025-26
5.	Approval of the Related Party Transactions with M/s. Hear More Techlife Private Limited for the financial year 2025-26
6	Approval of the Related Party Transactions with M/s. Pratham Bhagautee Technologies Private Limited for the financial year 2025-26

Signed this _____ day of September, 2025

Signature of Shareholder _____

Signature of Proxy holder(s) _____

**Affix Re. 1
Revenue
Stamp**

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

ROUTE MAP TO REACH AT THE VENUE OF THE 2ND ANNUAL GENERAL MEETING OF TECHGRIND SOLUTIONS PRIVATE LIMITED TO BE HELD ON MONDAY, THE 29TH DAY OF SEPTEMBER, 2025 AT 04:00 P. M.

VENUE: TECHGRIND SOLUTIONS PRIVATE LIMITED, Shop 6, Videocon Arizona, Ashram Road, Usmanpura, Ahmedabad, Gujarat – 380014

