

NOTICE OF 18TH ANNUAL GENERAL MEETING

Notice is hereby given that the 18th Annual General Meeting of the Members of Highness Microelectronics Limited will be held at Shorter Notice on Tuesday, 09th September at 04:00 PM at 1C3, Gundecha Onclave, Sakinaka, Mumbai- 400 072, Maharashtra, India, to transact the following business:

1. ORDINARY BUSINESS:

 To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Gaurav Kejriwal (DIN: 01506981), who retires by rotation and being eligible, offers himself/herself for re-appointment.

3. To appoint Statutory Auditors of the Company and to fix their remuneration:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013, M/s Jain Vinay & Associates, Chartered Accountants (Firm Registration No. [006649W]), be and are hereby appointed as Statutory Auditors of the Company to hold office for a (term of 5 consecutive years) from the conclusion of this AGM until the conclusion of the 23rd AGM of the Company, at such remuneration as may be decided by the Board of Directors."

2. SPECIAL BUSINESS:

4. APPROVE INITIAL PUBLIC OFFER (IPO)

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

"RESOLVED THAT in suppression of earlier resolution passed by the members at their meeting held on February 07, 2025 and pursuant to the provisions of Section 23, 62(1)(c) and other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder, including The Companies (Prospectus and Allotment of Securities) Rules, 2014 and The Companies (Share Capital and Debentures) Rules, 2014, each as amended, (including any statutory modification or re-enactment thereof, for the time being in force) (collectively the "Companies Act"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956 ("SCRA"), and the Securities Contracts (Regulation) Rules ("SCRR"), as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), the Foreign Exchange Management Act, 1999, as amended (the "FEMA"), and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Government of India ("GOI") and any foreign investment law or policy or guideline issued by RBI and any other applicable laws,

Registered Office: 1C3, Gundecha Onclave, Sakinaka, Mumbai- 400 072 INDIA Factory: R-364, TTC Industrial Area, Rabale, Mumbai- 400 701 INDIA Contact No. +91- 22- 2850 7123, Fax: 91 22 4026 4263

URL: www.highnessmicro.com. Email: info@highnessmicro.com CIN: U72900MH2007PLC173854

FOR HIGHNESS MICROELECTRONICS LIMIT TO

Manjul Kumar Kefrical

For HIGHNESS MICROELECTRONICS LIMITED

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DIRECTUR



rules and regulations, in India or outside India (including any amendment thereto or reenactment thereof, for the time being in force (collectively, the "Applicable Laws"), and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and the Uniform Listing Agreement to be entered into between the Company and the Stock Exchange where the Company's equity shares are proposed to be listed (the "Stock Exchange") and subject to any approvals, consents, permissions, sanctions as may be required from the Registrar of Companies, Mumbai ("ROC"), SEBI, RBI, the Department for Promotion of Industry and Internal Trade ("DPIIT"), Ministry of Commerce and Industry, GOI, the Stock Exchange, and all other appropriate statutory authorities and departments (collectively the "Regulatory Authorities") as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the board of directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include the IPO committee ("IPO Committee") or any other duly constituted committee of the Board, and subject to the approval of the equity shareholders of the Company, consent of the members of the Company be and is hereby granted, to create, offer, issue and / or allot such number of equity shares of face value of Rs. 10 (Rupees Ten each) up to an aggregates amount of ₹ 18 Crores (Rupees Eighteen Crores only) (including share premium), by way of fresh issuance of Equity Shares, out of the authorized share capital of the Company ("Fresh Issue"), and an offer for sale of such amount which shall not exceeds amount of ₹ 2.50 Crores (Rupees Two Crores and Fifty Lakh Only) (including share premium), by certain of the existing and eligible shareholders of the Company (the "Selling Shareholders") as may be determined at the Board's absolute discretion after considering the various relevant factors ("Offer for Sale" and together with the Fresh Issue, the "Offer"), at a price as may be decided by the Board in consultation with the Book Running Lead Manager(s), by the book building process in terms of SEBI ICDR Regulations, ranking pari passu with the existing equity shares of the Company (the "Equity Shares"), to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may its sole discretion decide, through issue of offer documents (Initial Public Offer or IPO), Pre IPO placement or under Preferential Offer/ Allotment regulations of SEBI, and on terms and conditions as the Board may in its absolute sole discretion decide including the price at which the equity shares are to be issued, at par or at premium and for cash or for consideration other than cash and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit."

RESOLVED FURTHER THAT, pursuant to the provisions of section 28 of the Companies Act, 2013 and rule 8 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any. statutory modifications or re-enactment(s) thereof for the time being in force), SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligation and Disclosures Requirement) Regulations, 2015 ("SEBI (LODR), 2015), and all other applicable laws and provisions, if any and all other appropriate statutory and other authorities, as required, and such other approvals, consent, permissions and sanctions as may be necessary, consent of the members be and is hereby accorded for undertaking an "Offer for Sale" ("OFS") of equity shares by promoters, as Offer for Sale at a price determined in accordance with the Book Building process and on such terms and condition as may be decided by the Board, in terms of SEBI ICDR Regulations or any other Applicable Laws." For HIGHNESS MICROELECTRONICS LIMITED

For HIGHNESS MICROELECTRONICS LIMITED

Manjul Kumar Kejny DIRECTOR

DIRECTOR Registered Office: 1C3, Gundecha Onclave, Sakinaka, Mumbai- 400 072 INDIA Factory: R-364, TTC Industrial Area, Rabale, Mumbai- 400 701 INDIA

Contact No. +91- 22- 2850 7123, Fax: 91 22 4026 4263 URL: www.highnessmicro.com. Email: info@highnessmicro.com

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RESOLVED FURTHER THAT all the new equity shares as aforesaid to be issued and allotted in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu inter-se in all respects with the existing equity shares of the Company."

RESOLVED FURTHER THAT the Equity Shares of the company issued through the IPO be listed and traded at the SME platform being a nationwide recognized Stock Exchange."

RESOLVED FURTHER THAT in case of oversubscription, no allotment shall be made by the Company in excess of the specified securities offered through the offer document: Provided that in case of oversubscription, an allotment of not more than 10% (Ten per cent) of the net offer to public may be made for the purpose of making allotment in minimum lots as per the Regulation 268 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018."

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute sole discretion may think most beneficial to the Company including offering or placing them with Banks/Financial Institutions/ Investment Institutions/Mutual Funds/Foreign Institutional Investors/Bodies Corporate/such other persons or otherwise as the Board may in its absolute sole discretion decide."

"RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, any of the Directors of the Company and/or any Committee of the Board be and are hereby authorized, on behalf of the Company, to decide and approve the terms and conditions of the Offer, including but not limited to reservations for employees or other permitted categories, and shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Offer, as it may consider expedient and to do all such acts, deeds, matters and things, as it may in its absolute sole discretion deem necessary, proper, desirable and to settle any question, Merchant Banker(s), Registrar(s), any other intermediary/intermediaries registered with SEBI, legal counsel or legal experts, advertising agents/agencies, consultants may have and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be necessary, incidental or ancillary for the allotment and listing of the aforesaid equity shares on the Stock Exchange where the Company's equity shares are proposed to be listed, as may be decided by the Board, and to make such modifications without being required to seek further consents or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

For HIGHNESS MICROELECTRONICS LIMITED

Law 14 DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

Manjul Kumar Kejnul

DIRECTOR

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RESOLVED FURTHER THAT Mr. Gaurav Kejriwal, Managing Director of the Company is hereby severally authorized to execute and sign the documents including consent letter, power of attorney, listing agreements, certificates, file such forms with the ROC, etc., and to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the allotment of equity shares against the valid applications received in the Initial Public Offering, as are in the best interests of the Company and as may be required in connection with the above."

By Order Of The Board Of Directors For Highness Microelectronics Limited

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Gaura Kejriwal

(Managing Director)
DIN: 01506981

Address: Flat A 1703, Lake Primrose Lake Homes, Powai IIT, Mumbai Suburban, Mumbai-400076,

Maharashtra, India Place: Mumbai

Date: 09th September 2025

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY, OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. DULY STAMPED, SIGNED AND FILLED IN PROXY FORMS (COMPLETED IN ALL THE ASPECTS) SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE EGM. THE PROXY FORM IS ANNEXED TO THIS NOTICE.

A person can act as a proxy on behalf of members upto and not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member

- Corporate members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of their board resolution or any other document validly executed by its director or other authorized signatories/persons, authorizing their representative to attend and vote on their behalf at the AGM.
- Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In the case of joint holders, the Member whose name appears

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as the first holder in the order of names as per the Register of Members of the Company will be entitled to

- The relevant Explanatory Statement in terms of Section 102 of the Companies Act, 2013 is enclosed 4.
- All documents referred to in the Notice calling the AGM and the Explanatory Statement are available with the Company for inspection by the Members up to the date of this meeting. The same will be shared with the members on receipt of request.
- The Meeting is called at a shorter notice and will be held only after receiving requisite consent of members in terms of provisions of Section 101(1) of the Companies act, 2013.
- Entry to the place of meeting will be regulated by an attendance slip which is annexed to this notice. The 7. members/proxies attending the meeting are kindly requested to complete the enclosed attendance slip and affix their signature at the place provided thereon and hand it over at the entrance.
- Route map showing directions to reach the venue of the general meeting is annexed. 8.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE ABOVE ITEM OF SPECIAL BUSINESS IS ANNEXED HERETO.

1. ORDINARY BUSINESSES:

ITEM NO 3: TO APPOINT STATUTORY AUDITORS OF THE COMPANY

The Board of Directors of the Company, on the recommendation of the Audit Committee, proposes the appointment of M/s Jain Vinay & Associates, (Firm Registration No. [006649W]), as the Statutory Auditors of the Company for a term of [5 years] from the conclusion of this AGM until the conclusion of the 23rd AGM.

M/s Jain Vinay & Associates have consented to the appointment and confirmed that they are eligible under Section 139 and 141 of the Act and the rules made thereunder, and that they satisfy the criteria specified under Section 141 of the Act.

The Board recommends the resolution set out in Item No. 3 of the Notice for approval by the members of the Company as an Ordinary Resolution.

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

2. SPECIAL BUSINESSES

ITEM NO: 4: TO APPROVE INITIAL PUBLIC OFFER (IPO)

The Company proposes to raise funds by creating, offering, issuing and/ or allotting such number of Equity Shares up to an aggregate amount of ₹ 18 Crores (Rupees Eighteen Crores Only) (including share premium), by way of fresh issuance of Equity Shares, out of the authorized share capital of the Company ("Fresh Issue"), and an offer sale of such amount which shall not exceeds amount of ₹ 2.50 Crores (Rupees Two Crores and Fifty Lakhs Only) (including share premium), by certain of the existing and eligible shareholders of the Company (the "Selling Shareholders") as may be determined at the Board's absolute discretion after considering the various relevant factors ("Offer for Sale" and together with the Fresh Issue, the "Offer") by way of initial public offering at an opportune time in consultation with the Book Runing Lead Manager (BRLM) and such other advisors in relation to the Offer and subject to Applicable Laws and regulatory approvals, on such terms and at such price and at such time as may be considered appropriate by the board of directors of the Company ("Board") or a duly authorized committee thereof, in consultation with the BRLM appointed for the Offer, to the various categories of permitted committee thereof, in consultation with the BRLM appointed for the Offer, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public issue by way of book building method under the SEBI ICDR Regulations. The Equity Shares, if any, allotted vide the Offer shall rank in all respects pari passu with the existing equity shares of the Company.

Members are requested to note that the Company will be required to file a draft red herring prospectus (the "DRHP") with the Securities and Exchange Board of India (the "SEBI") and the Stock Exchanges, and subsequently file a prospectus with the Registrar of Companies, Mumbai ("ROC") and thereafter with SEBI and the Stock Exchanges in respect of the Offer (the "Prospectus", and together with the DRHP and the "Offer Documents"), in accordance with the SEBI ICDR Regulations, the Companies Act, 2013, and the rules notified thereunder (including



any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the

The Equity Shares are proposed to be listed and traded at the SME platform of a nationwide recognized Stock

Directors and their relatives who offer their shares for sale may be deemed to be concerned or interested in the special resolution set out in Item No. 3 of this Notice. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in

The Board recommends the resolution set out at Item No 3 in the Notice to the Members for their consideration and approval by way of a Special Resolution.

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

By Order Of The Board Of Directors For Highness Microelectronics Limited

(Managing Director)

DIN: 01506981

Address: Flat A 1703, Lake Primrose Lake Homes, Powai IIT, Mumbai Suburban, Mumbai-400076,

MUMBAI

Maharashtra, India

Place: Mumbai

Date: 09th September 2025

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PROXY FORM

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

Corporate Identification Number (CIN Name of the Company Registered office	 : U72900MH2007PLC173854 : HIGHNESS MICROELECTRONICS LIMITED. : 1C3, Gundecha Onclave, Sakinaka, Mumbai- 400 072, Maharashtra, India
Registered address :	
E-mail Id :	
Folio No/ Client Id :	
DP ID :	
Living the member (s) of	shares of the above named company, hereby appoint:
1/We, being the member (3) or	
1. Name:	
Address:	
E-mail ld:	
Signature:, or failing him	
2. Name:	
Address:	
E-mail Id:	
Signature:, or failing him	. 12
3. Name:	
Address:	
E-mail Id:	
Signature:, or failing him	
and voto	(on a poll) for me/us and on my/our behalf at the 18th Annual General Meetin

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting (AGM) of the Company, to be held at shorter notice on Tuesday, 09th day of September 2025 at 04:00 P.M. at the at the Registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

1. ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, together with the Reports of the Board of Directors and Auditors thereon.
- To appoint a director in place of Mr. Gaurav Kejriwal (DIN: 01506981), who retires by rotation and being eligible, offers himself/herself for re-appointment.
- 3. To appoint Auditors and to fix their remuneration,

2. SPECIAL BUSINESSES:

4. Approve Initial Public Offer (IPO)



Signed on this day of	2025	
		Affix
Signature of Shareholder:		Revenue Stamp
Signature of Proxy Holder(s):	
1		

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

Registered Office: 1C3, Gundecha Onclave, Sakinaka, Mumbai- 400 072 INDIA Factory: R-364, TTC Industrial Area, Rabale, Mumbai- 400 701 INDIA Contact No. +91- 22- 2850 7123, Fax: 91 22 4026 4263 URL: www.highnessmicro.com. Email: info@highnessmicro.com

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ATTENDANCE SLIP 18th Annual General Meeting (AGM)

DAY, DATE & TIME: TUESDAY, 09TH SEPTEMBER 2025, AT 04.00 P.M (IST)

VENUE OF THE MEETING: 1C3, GUNDECHA ONCLAVE, SAKINAKA, MUMBAI- 400 072, MAHARASHTRA, INDIA

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP ID	
CLIENT ID	
FOLIO NO.	
NO OF SHARE HELD	

I/ We hereby record my/our presence at the 18th Annual General Meeting (AGM) of the member of the Company held on Tuesday, 09th September 2025 at 04.00 P.M. (IST) at the registered office of the Company situated 1C3, Gundecha Onclave, Sakinaka, Mumbai- 400 072, Maharashtra, India.

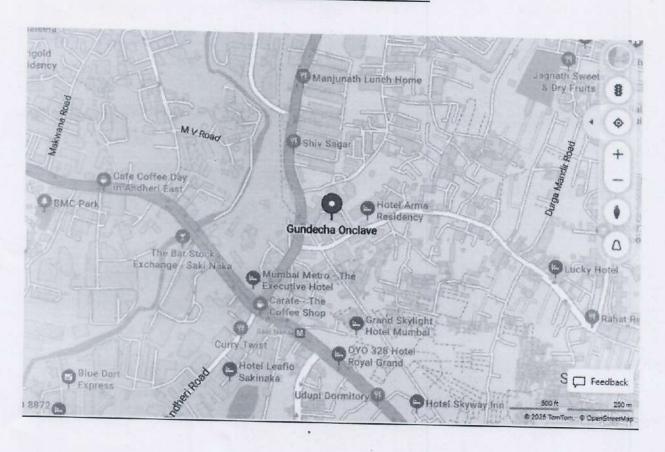
If signed by Proxy, name should be Written here in Block Letters

Member's/Proxy's signature

CIN: U72900MH2007PLC173854



ROUTE MAP OF 18th AGM VENUE



Registered Office: 1C3, Gundecha Onclave, Sakinaka, Mumbai- 400 072 INDIA
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DIRECTORS REPORT

TO, THE MEMBERS, HIGHNESS MICROELECTRONICS LIMITED MUMBAI

Your Directors' are presenting their 18th Annual Report of your Company together with the Audited Statement of Accounts and the Auditor's Report for the year ended 31st March, 2025.

1. FINANCIAL PERFORMANCE OF THE COMPANY:

(AMOUNT IN INR)

Particulars	FINANCIAL YEAR ENDED TO 31 ST MARCH 2025	FINANCIAL YEAR ENDED TO 31 ST MARCH 2024
Total income	14,12,83,954	10,99,33,675
Less: Total Expenses	(10,86,23,845)	(8,49,83,045)
Profit/ (Loss) before tax	3,26,60,109	2,49,50,630
Less: Exceptional & Extraordinary Items	Nil	Nil
Profit/(Loss) Before Tax	3,20,56,791	2,49,50,630
Less: Provision For Tax		
Current Tax	84,36,365	7 5,00,000
Deferred Tax	(3,58,336)	(2,68,166)
Profit after tax	2,45,82,080	1,77,18,796

2. **NATURE OF BUSINESS:**

The Company is principally engaged in the business of designing, developing of various kinds of displays.

3. REVIEW OF BUSINESS OPERATIONS:

The Company has reported Rs. 14,12,83,954/- total income for the current year as compared to total income of Rs. 10,99,33,675/- in the previous year. The net profit for the Financial Year under review amounted to Rs. 2,45,82,080/as compared to the profit of Rs. 1,77,18,796/- of the previous year. For HIGHNESS MICROELECTRONICS LIMITED

FOR HIGHNESS MICROELECTRONICS LIFELING

Manjul Kumar Kipil

Registered Office: 1C3, Gundecha Onclave, Sakinaka, Mumbai- 400 072 INDIA Factory: R-364, TTC Industrial Area, Rabale, Mumbai- 400 701 INDIA

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TRANSFER TO RESERVES:

The Company has not transferred any amount to its reserves for the Financial Year under review and the entire amount of profit/loss is maintained in the profit and loss of the Company.

5. DIVIDEND:

During the Financial Year under review, , no dividend has been recommended by the Board of Directors of the Company.

6. **CHAGE IN THE NATURE OF BUSINESS.:**

There is no change in the nature of the business activities that the Company is engaged in.

7. MATERIAL CHANGE BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THIS REPORT:

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the financial statements relate and the date of this Report except, Company has passed resolution for Initial Public Offer (IPO) as on 07.02.2025, the same will supersede in forthcoming AGM

8. EVENTS HELD DURING THE YEAR UNDER REVIEW AND UPTO THE DATE OF THIS REPORT

- a) The Company got converted from Highness Microelectronics Private Limited to Highness Microelectronics Limited as on 11.11.2024 and resolution was passed as on 31.08.2024 for the same.
- b) MOA was altered as on 05.08.2024, 31.08.2024 and 07.02.2025 and AOA was altered as on 31.08.2024, 07.02.2025 AND 28.03.2025
- c) Company has obtained Demat connectivity from depositories vide ISIN Letter dated 03.02.2025

9. SIGNIFICANT AND MATERIAL, ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:

During the Financial Year under review, there has been no significant and material orders passed by the regulators or court or tribunals impacting the going concern status and company's operation in future.

10. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have a subsidiary/joint-venture or an associate company in India.

For HIGHNESS MICROELECTRONICS LIMITED

For HIGHNESS MICROELECTRONICS LIMITED Manjul Kumar Icem u

DIRECTOR

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11. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT:

The Company does not have any subsidiaries, associates, or joint venture companies as per Companies Act, 2013 ('Act') hence Consolidation of Financial Statements is not applicable.

12. **DEPOSITS:**

During the Financial Year under review, trhe Company has not invited/ accepted any deposits from the public

13. SHARE CAPITAL STRUCTURE OF THE COMPANY:

AUTHORIZED SHARE CAPITAL (ASC):

During the Financial Year under review, the Authorized Share Capital of the Company is INR 7,00,00,000/- (Seven Crores) divided into 70,00,000 Equity Shares of INR 10/- each.

*Authorised Share capital increased form INR 100,000/- (one Lakh) divided into 10,000 shares of INR 10/- each to INR 7,00,00,000/- (Seven Crores) divided into 70,00,000 Equity Shares of INR 10/- each. w.e.f.05.08.2024

ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL:

During the Financial Year under review, the Issued, Subscribed and Paid-up Share Capital of the Company is INR 3,51,00,000/- (Three Crore Fifty One Lakh only) divided into 35,10,000 Equity Shares of Rs. 10/-.

* Issued, Subscribed and Paid-up Share Capital of the Company increased from INR 1,00,000/- (One Lakh) divided into 10,000 Equity Shares of Rs. 10/- each to INR 3,51,00,000/- (Three Crore Fifty One Lakh only) divided into 35,10,000 Equity Shares of Rs. 10/- w.e.f. 31.08.2024

ISSUE OF EQUITY SHARES WITH OR WITHOUT DIFFERENTIAL RIGHTS:

During the Financial Year under review, the Company has issued Bonus Equity Shares with or without the differential rights.

*Company has approved and allotted 35,00,000 Bonus Equity Shares of Rs 10/- as on 31.08.2024.

ISSUE OF SWEAT EQUITY SHARES AND EMPLOYEE STOCK OPTIONS:

During the Financial Year under review, the Company has not issued sweat equity shares/ Employee Stock Option to its directors' and its permanent employees. For HIGHNESS MICROELECTRONICS LIMITED

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DIRECTOR

Manju Kumar Kejning



PROVISION OF MONEY BY COMPANY FOR PURCHASE OF ITS OWN SHARES BY EMPLOYEES OR BY TRUSTEES FOR THE BENEFIT OF EMPLOYEES:

During the Financial year under review, no such provision was made by the Company.

TRANSFER /TRANSMISSION OF SHARES:

During the Financial Year under review, there is transfer */transmission of shares/securities as per the provisions of the Act and rules made thereof as amended time to time.

*On Board Meeting dated 05.08.2024 there is transfer of 6100 (Six Thousand One Hundred) Equity Shares of Rs. 10 /-each (Rupees Ten only) at par as per the details given below:

TRANSFER NO.	NAME OF TRANSFEROR	NAME OF TRANSFEREE	NO. OF SHARES	DISTINCT	TIVE NO(S)
				то	FROM
T-1	Mr. Manjul Kumar Kejriwal	Mr. Gaurav Kejriwal	2300	3201	5500
T-1	Mrs. Manju Devi Kejriwal	Mr. Gaurav Kejriwal	3090	6201	9290
T-2	Mrs. Manju Devi Kejriwal	Mrs. Shruti Gaurav Kejriwal	400	9291	9690
T-3	Mrs. Manju Devi Kejriwal	Mrs. Chhavi Nirav Shah	300	9691	9990
T-4	Mrs. Manju Devi Kejriwal	Mr. Inder Singh	5	9991	9995
T-5	Mrs. Manju Devi Kejriwal	Mrs. Pooja Singh	5	9996	10000

FOR HIGHNESS MICROELECTRONICS LIMITED

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RETIREMENT BY ROTATION OF DIRECTORS: 14.

As per Section 152(6), Retirement by Rotation of Directors shall be in accordance with the applicable provisions of the Act and the Rules thereunder.

15. **DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMPs):**

During the Financial Year under review, the Board of Directors of the Company comprises of the following:

Sr.	NAME OF THE DIRECTOR	DESIGNATION
No.		
1.	MR. GAURAV KEJRIWAL	DIRECTOR
2.	MR. MANJUL KUMAR KEJRIWAL*	DIRECTOR
3.	MRS. SHRUTI GUARAV KEJRIWAL**	DIRECTOR
4.	MR. KEVAL MAHENDRA SHAH***	INDEPENDENT DIRECTOR
5.	MR. MOPURI KRISHNIAH SATEESH****	INDEPENDENT DIRECTOR
6.	MR. JAYA ANKUR SINGHANIA****	INDEPENDENT DIRECTOR
7.	MR. SANJIV SWARUP#	INDEPENDENT DIRECTOR
8.	MS. KAVITA KAILASH BOHRA##	INDEPENDENT DIRECTOR
9.	MR. ANIL KUMAR VENKATA GOPALA SANTOS MALLAVARAPU###	CFO
10.	MRS. PREETI PARESH RATHI ####	COMPANY SECRETARY

^{*}resigned w.e.f 25/11/2024 and appointed w.e.f 28/03/2025

#appointed w.e.f. 28/03/2025

##appointed w.e.f. 28/03/2025

appointed w.e.f. 01/12/2024 For HIGHNESS MICROELECTRONICS LIMITED

####appointed w.e.f.04/01/2025

For HIGHNESS MICROELECTRONICS LIMITED

Manjul Kumar Kepi y

DIRECTOR

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^{**}appointed w.e.f. 05/08/2024

^{***}appointed w.e.f.25/11/2024

^{****}appointed w.e.f. 25/11/2024

^{*****}appointed w.e.f. 25/11/2024



EVENT SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

On 6th August, 2025, Mr. Mopuri Krishniah Sateesh (DIN: 10098764) was removed as an Independent Director in compliances with the provisions of the Companies Act, 2013 and rules made thereunder as amended time to time.

Mr. Mayur Gori was appointed as Chief Financial Officer (CFO) w.e.f 11th August, 2025 and. Anil Kumar Venkata Gopala Santosh Mallavarapu resigned as Chief Financial Officer (CFO) w.e.f 06th August, 2025, in compliances with the provisions of the Companies Act, 2013 and rules made thereunder as amended time to time.

16. DECLARATION OF INDEPENDENT DIRECTORS:

The provisions of Section 149 for appointment of Independent Directors does apply to the Company as on 31.03.2025. The Company has received declaration from all Independent Directors of the Company.

17. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATION. POSITIVE ATTRIBUTES. INDEPENDENCE OF DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178:

The Company, being an unlisted Limited Company was not required to constitute a Nomination and Remuneration Committee under Section 178(1) of the Act and Rule 6 or the Companies (Meetings of Board and its Power) Rules, 2014 and Shareholders Relationship Committee under Section 178(5) of the Act., However, the Company has constituted Nomination and Remuneration Committee and Shareholders Relationship Committee in compliances with the provisions of the Companies Act, 2013 and rules made thereunder as amended time to time.

COMPOSITION OF NOMINATION & REMUNERATION COMMITTEE OF THE COMPANY

Name	Designation
Mrs. Jaya Ankur Singhania	Chairperson
Mr. Keval Mahendra Shah	Member
Mr. M. K. Sateesh	Member
Mr. Manjul Kumar Kejriwal	Member

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For HIGHNESS MICROELECTRONICS LIMITED

Manjul Kerman Kijnin

DIRECTOR

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COMPOSITION OF STAKEHOLDERS AND RELATIONSHIP COMMITTEE OF THE COMPANY

Name	Designation	
Mr. Keval Shah	Chairperson	
Mr. Gaurav Kejriwal	Member	
Mrs. Shruti Gaurav Kejriwal	Member	

Additionally Company has also formed IPO Committee: COMPOSITION OF IPO COMMITTEE

Name	Designation	
Mr. Gaurav Kejriwal	Chairperson	
Mrs. Shruti Gaurav Kejriwal	Member	
Mr. Keval Mahendra Shah	Member	

18. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operation were observed.

19. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM:

The Company being an unlisted Limited Company, the provisions of Section 177 of the Act read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable. However, the Company has constituted Audit Committee in compliances with the provisions of the Companies Act, 2013 and rules made thereunder as amended time to time.

For HIGHNESS MICROELECTRONICS LIMITED

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Composition of Audit Committee:

Name	Designation	
Mr. Keval Mahendra Shah	Chairperson	
Ms. Kavita Bohra	Member	
Mr. Gaurav Kejriwal	Member	
Mr. M. K. Sateesh	Member	

20. STATUTORY AUDITORS:

Satya Gandhi & Co. Chartered Accountants Mumbai (Firm Registration No. 132044W) was reappointed as Statutory Auditor of the Company in 17th AGM held as on 12th August 2024 of the Company for 5 years i.e till the conclusion of AGM of the Company to be held in the Financial year 2029, but Satya Gandhi & Co. Chartered Accountants resigned as on 03.03.2025 due to some preoccupation was not able to devote time.

V N Purohit & Co, Chartered Accountants, Mumbai, (Firm Registration No: 304040E) is appointed as the Statutory Auditors of the Company due to casual vacany caused due to the resignation of Satya Gandhi & Co. Chartered Accountants Mumbai (Firm Registration No. 132044W) and they shall hold the office of the Statutory Auditor of the Company from the conclusion of Board Meeting (dated 28.03.2025) till ensuing Annual General Meeting to adopt Financial Statements for Financial Year ending 31st March 2025, but V N Purohit & Co resigned as on 14.07.2025 as their location is not Mumbai based and hence can cause inconvenience

M/s Jain Vinay & Associates (FRN: 006649W) is appointed as the Statutory Auditors of the Company due to casual vacancy caused due to the resignation of V N Purohit & Co, Chartered Accountants, Mumbai, (Firm Registration No: 304040E) and they shall hold the office of the Statutory Auditor of the Company from the conclusion of Board Meeting (dated 06.08.2025) and EOGM dated (07.08.2025) till ensuing Annual General Meeting to adopt Financial Statements for Financial Year ending 31st March 2025. M/s Jain Vinay & Associates (FRN: 006649W) is appointed as statutory auditors of the Company for a period of 5 (five) years in ensuing Annual General Meeting to hold the office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the Financial Year 2028-2029 to adopt Financial Statements for Financial Year ending 31st March 2029.

In this regard, the Company has obtained a written consent under Section 139 of the Act from the Auditors to such continued appointment and also a certificate from them to the effect that their appointment, if ratified, would be in accordance with the conditions prescribed under the Act and the rules made thereunder, as may be applicable.

For HIGHNESS MICROELECTRONICS LIMITED

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For HIGHNESS MICROELECTRONICS LIMITED

Manjul Kumar Kigning

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21. AUDITORS REPORT:

There are no qualifications or observation, or remark made by the Auditors in their Report.

22. NUMBER OF MEETINGS:

A. BOARD MEETINGS:

During the financial year under review, the Board of Directors met 07 (seven) times viz. 13/06/2024, 29/07/2024, 05/08/2024, 31/08/2024, 25/11/2024, 07/02/2025 and 28/03/2025. Proper notices were given, and the proceedings were duly recorded in the form of minutes. The minutes have been signed and maintained accordingly in compliances with the provisions of the Act and rules made thereof as amended from time to time.

Name of Director	Number of meetings entitled to attend	Number meetings attended
MR. GAURAV KEJRIWAL	07	07
MR. MANJUL KUMAR KEJRIWAL	05	05
MRS. MANJU DEVI KEJRIWAL*	03	03
MRS. SHRUTI GUARAV KEJRIWAL**	04	03
MR. KEVAL MAHENDRA SHAH***	02	02
MR. MOPURI KRISHNIA SATEESH****	02	02
MR. JAYA ANKUR SINGHANIA****	02	02
MR. SANJIV SWARUP#	01	01
MS. KAVITA KAILASH BOHRA##	01	01

^{*}resigned w.e.f.05/08/2024

#appointed w.e.f. 28/03/2025

##appointed w.e.f. 28/03/2025

FOR HIGHNESS MICROFLECTRONICS LIMITED.

Manjul Kamar Tays of DIRECTOR

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^{**}appointed w.e.f. 05/08/2024

^{***}appointed w.e.f.25/11/2024

^{****}appointed w.e.f. 25/11/2024

^{*****}appointed w.e.f. 25/11/2024



B. AUDIT COMMITTEE MEETING:

During the financial year under review, members of Audit Committee met 01 (one) time i.e. 18.03.2025. Proper notices were given, and the proceedings were duly recorded in the form of minutes. The minutes have been signed and maintained accordingly in compliances with the provisions of the Act and rules made thereof as amended from time to time.

SR. NO.	NAME	Number of meetings entitled to attend	Number meetings attended
1.	MR. KEVAL M. SHAH	01	01
2.	MR. MOPURI KRISHNIAH SATEESH	01	01
3.	MR. GAURAV KEJRIWAL	01	01

C. NOMINATION AND REMUNERATION COMMITTEE MEETING:

During the financial year under review, members of Audit Committee met 01 (one) time i.e. 18.03.2025. Proper notices were given, and the proceedings were duly recorded in the form of minutes. The minutes have been signed and maintained accordingly in compliances with the provisions of the Act and rules made thereof as amended from time to time.

SR. NO.	NAME	Number of meetings entitled to attend	Number meetings attended
1.	MS. JAYA SINGHANIA	01	01
2.	MR. MOPURI KRISHNIAH SATEESH	01	01
3.	MR. KEVAL M. SHAH	01	01

D. GENERAL MEETINGS INCLUDING ANNUAL GENERAL MEETING (AGM):

During the Financial Year under review, there were 04 (four) Extra-Ordinary General Meeting (EOGM) of the Company viz, 31/08/2024, 25/11/2024, 07/02/2025 and 28/03/2025

The Annual General Meeting of the Company for adopting the Financial Statements for the period ended 31st March, 2024, was held on 12th August, 2024. Proper Notice was given, and the proceedings were duly recorded in the form of minutes. The minutes have been signed and maintained accordingly in compliances with the provisions of the Act 2013 and rules made thereof as amended time to time.

23. CORPORATE SOCIAL RESPONSIBILITY:

The Company in not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Act and hence it is not required to formulate policy on corporate social responsibility.

24. RISK MANAGEMENT POLICY:

The Board is of the opinion that, there are no elements of risk which may threaten the existence of the Company hence For HIGHNESS MICROELECTRONICS LIMITED it was not required to implement a Risk Management Policy.

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25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

(a) Conservation of energy:

Sr.	Particulars	Explanations
No.		
(i)	The step taken or impact on conservation of energy	The Company has adopted such technology ensure maximum conservation of energy.
(ii)	The steps taken by the company for utilizing alternate source of energy	It makes timely maintenance of accessories used in providing services to make optimum utilisation of electricity.
(iii)	The capital investment on energy conservation equipment	No capital investment been made conservation of equipment

(b) Technology absorption:

Sr.	Particulars	Explanations	
No.			
(i)	The effort made towards absorption	The Company continues to use the absorption latest technologies for improving the productivity	
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution	Nil	
(iii)	In case of imported technology (important during the last three years reckoned from the beginning of the financial year)	Nil	
	(a) The details of technology imported	N.A.	
For H	(b) The year of import	N.A. For HIGHNESS MIC	ROELECTRONICS LIMITED

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	(c) Whether the technology has been fully absorbed	N.A.
	(d) If not fully absorbed areas where absorption has not taken place and the reasons thereof	N.A.
(iv)	The expenditure incurred on Research and Development	Nil

(c) Foreign Exchange earnings and outgo:

(Amount in INR Lakhs)

Particulars	FINANCIAL YEAR ENDED TO 31 ST MARCH 2025	FINANCIAL YEAR ENDED TO 31 ST MARCH 2024
FOREIGN EXCHANGE EARNINGS		
EXPORT SALE	4,31,32,639	11,83,111
FOREIGN EXCHANGE OUTGO		
Purchases	4,89,46,458	2,70,77,775
Tooling & Designing Charges	2,59,71,620	2,92,88,040

26. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

27. SECRETARIAL AUDIT:

The provisions relating to appointment of Secretarial Auditor is not applicable to the Company.

For HIGHNESS MICROELECTRONICS LIMITED

For HIGHNESS MICROELECTRONICS LIMITED

Manjul Kumar Kepny DIRECTOR

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28. DISCLOSURE ABOUT COST RECORDS & AUDIT:

Since the Company does not meet the criteria for the applicability of Section 148(1) of the Act read with the Companies (cost records and audit) Rules, 2014, this clause is not applicable.

29. DIRECTOR'S RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors' state that:

- i. in the preparation of the annual accounts for the Financial Year ended March 31, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at Financial Year and of the loss of the Company for the Financial Year ended 31st March, 2025.
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the annual financial statements have been prepared on a going concern basis; and
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.
- vi. Company is in the process of filing extension for -FEMA with AD Bank

30. DETAIL OF FRAUD REPORT BY AUDITOR:

As per Auditor Report, no fraud U/S 143 (12) of the Act reported by auditor.

31. PATICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

During the Financial Year under review, the Company has not made investment in other securities but has given advanced /given any Loan, guarantee to Director, requisite forms as required is being filed with Ministry of Corporate Affairs for the same. Hence, Company is in compliance.

32. PARTICULARS OF EMPLOYEE:

During the Financial Year under review, there are no employees whose remuneration was in excess of the limits prescribed in the Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended time to time.

For HIGHNESS MICROELECTRONICS LIMITED

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For HIGHNESS MICROELECTRONICS LIMITED

Manjul Kumar Keping

DIRECTOR

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33. PARTICULARS OF CONTRACTS OR AGREEMENTS WITH RELATED PARTIES:

Pursuant to the provisions of Section 134 (3) (h) of the Companies Act, 2013, the particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 and prescribed in Form AOC - 2 of Companies (Accounts) Rules, 2014, are appended as <u>Annexure I</u> to this report.

34. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Act and rule 12(1) of the Companies (Management and Administration) Rules 2014 an extract of annual return in MGT 9 as a part of this Annual Report as Annexure -II.

35. WEB LINK OF ANNUAL RETURN:

The Company does not have web link.

36. COMPLIANCE WITH SECRETARIAL STANDARD (SS):

The Directors state that the applicable Secretarial Standards i.e., SS-1 and SS-2, issued by the Institute of Company Secretaries of India, relating to Meeting of Board of Directors and General Meetings respectively have been duly complied with.

37. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

During the Financial Year under review, there were no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016.

38. <u>DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT. 2013:</u>

There was no complaint filed against the Company or any of its employees under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the financial year under review.

39. THE DETAILS OF DIFFERENCE BETWFEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

During the Financial Year under review, there has been no time settlement of loans taken from the Banks or Financial Institutions.

FOR HIGHNESS MICROFLECTRONICS LIMITED

Manjul Kumar Kepner DIRECTOR

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40. ACKNOWLEDGEMENTS:

The Directors place on record their sincere appreciation for the assistance and co-ordination extended by Bank, its employees, its Auditors and all other associated and look forward to continuing fruitful association with all business partners of the Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS HIGHNESS MICROELECTRONICS LIMITED

GAURAV KEJRIWAL

DIRECTOR

(DIN: 01506981)

PLACE: MUMBAI

DATED: 09th SEPTEMBER 2025

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MANJUL KUMAR KEJRIWAL

DIRECTOR

(DIN: 01507039)



Chartered Accountants

301, Shree Mangalam, Opp. Gopal's Garden High School, Kulupwadi, Nr. National Park, W. E. Highway, Borivali (E) Mumbai - 66, Maharashtra Email : cajva1993@gmail.com • Mob.: +91-9820139232, +91-9892329991, 022-28857674

INDEPENDENT AUDITOR'S REPORT

To The Members of HIGHNESS MICROELECTRONICS LIMITED

Report on the Audit of the Standalone Financial Statements:

Opinion

We have audited the accompanying financial statements of Highness Microelectronics Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2025, the Statement of Profit and Loss, the Statement of Changes in Equity for the year then ended, 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 2. financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Accounting Standards ('AS') specified under section 133 of the Act read with the Companies (Accounting Standards) Rules and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the 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.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Information other than the Financial Statements and Auditors reports Thereon

5. The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information contained in the Director's Report, but does not include the financial statements and our auditor's report thereon. The Director's report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the financial statements, our responsibility is the other information identified above when it becomes available and, in doing so, consider whether mation is materially inconsistent with the financial statements or our knowledge obtained in th se appears to be materially misstated.

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

Management Responsibilities for the Standalone Financial Statements

- 6. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act 2013, with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance, changes in equity and the cash flow of the Company in accordance with the Accounting Principles generally accepted in India, including the Indian 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
- 7. In preparing the financial statements, management is responsible for assessing the Company 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.
- 8. That Board of Directors are responsible for overseeing the company financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

- 9. 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.
- 10. As part of an audit in accordance with SAs, we exercise professional judgement 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has 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 ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events are conclusions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 11. Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.
- 12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings that we identify during our audit.
- 13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central government in terms of Section 143(11) of the Act is mentioned in "Annexure A" of the Act.
- As required by Section 143 (3) of the Act, we report that: 15.
- We have sought and obtained all the information and explanations which to the best of our knowledge and a) belief were necessary for the purposes of our audit.
- On the basis of our opinion, proper books of account as required by law have been kept by the Company so b) far as it appears from our examination of those books.
- The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of accounts.
- In our opinion, the aforesaid financial statements comply with AS specified under section 133 of the Act. d)
- On the basis of written representation 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 e) director in terms of section 164(2) of the Act.
- The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 14(b) above on reporting under section 143(3)(b) of the Act and reporting paragraph 15(v) f) below on reporting under rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, in our opinion the same is not applicable to the company for the year under review.
- With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and 17. according to the explanations given to us:
- The Company has pending litigation as at March 31, 2025 as follows : i.

Sr.	Entity and	Name of Authority	Notice / Demand Order Id & Period	Notice / Order Description	Amount in Dispute (Rs.)	Current Status
No 1.	Microelectronics	Office of the joint Commissioner of State Tax	ZD270225130438H Period APR 2020 - MAR 2021	Order U/S 73	Tax - 14,75,718 Interest-12,83,875 Penalty-1,63,297 Total -29,22,890	In appeal Reference Number ZD2706250098 553 dates 22.05.2025

The Company did not have any long-term contracts, including derivative contracts; and ii.

There were no amounts which were required to be transferred to the Investor Education and Protection iii.

Fund by the Company.

(i) The management has represented that, to the best of its knowledge advanced or loaned or invested (either from borrowed funds or share premium

ds have been es or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entitles identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entitles identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

(iii) Based on such audit procedures as 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 (iv)(i) and (iv)(ii) contain any material mis-statement.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2025.

- v. In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Companies Act, 2013. The remuneration paid is in excess of the limits laid down under Section 197 read with Schedule V of the Act; however, the same has been approved by the members of the Company by way of special resolution passed in the general meeting. Accordingly, the remuneration is in compliance with the provisions of Section 197.
 - vi. The company has neither declared nor paid any dividend during the year, hence reporting in respect of compliance under section 123 of the Act is not applicable.
- vii. Based on our audit procedures, the Company has used accounting software for maintaining its books of accounts for the financial year ended 31st March, 2025, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the company for record retention.

For Jain Vinay & Associates Firm Regn No 006649W

Vishnu K. Sodhani (Partner)

M. no: 403919

UDIN:- 25403919BMMNTQ4344 Date: 09[™] September,2025

Place: Mumbai

Annexure - A to Independent Auditor's Report

The 'Annexure A' referred to in Independent Auditor's Report to the Members of the Company on the Standalone Financial Statements for the year ended 31st March 2025, we report that:

- (i) (a) (A) According to the information and explanation given to us and based on the records produced before us, we are of the opinion that the Company is maintaining proper records showing full particulars including quantitative details and the situation of fixed assets.
 - (B) According to the information and explanation given to us and based upon the records produced before us, the company does not have any intangible assets so this clause is not applicable to the company.
 - (b) According to the information and explanation given to us, fixed assets are physically verified by the management according to a phased programme designed to cover all the locations which in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the programme, the management during the year physically verified the fixed assets at certain locations and no material discrepancies were noticed on such verification.
 - (c) According to the information and explanation given to us and based on the records produced before us, there are no immovable properties in the name of the company and hence the clause is not applicable.
 - (d) According to the information and explanation given to us and based on the records produced before us, the company has not revalued its Property, Plant and Equipment during the year. Hence, the provisions of this sub-clause are not applicable to the company.
 - (e) According to the information and explanation given to us and based upon the records produced before us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Hence, the provisions of this sub- clause are not applicable to the company.
 - (ii) (a) The inventories except for goods in transit were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and the procedure of such verification by the Management is appropriate having regard to size of the Company and the nature of its operations. In respect of goods in transit, majority of the goods have been received subsequent to the year-end. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification when compared with books of account.
 - (b) According to the information and explanation given to us and based upon the records produced before us, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, the provisions of this sub-clause are not applicable to the company.
 - (iii) (a) According to the information and explanation given to us and based upon the records produced before us, the company has not granted loan to a company during the year.
 - No such loans were granted to the subsidiaries, joint ventures and associates of the Company.
 - (b) According to the information and explanation given to us, and based upon the records produced before us we are of the opinion that the loans granted and the state made are not prejudicial to the company's interest;

- (c) According to the information and explanation given to us, and based upon the records produced before us the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular.
- (d) According to the information and explanation given to us, and based upon the records produced before us no amount of principle or interest as stipulated is overdue for more than 90 days. Hence this clause is not applicable.
- (e) According to the information and explanation given to us, and based upon the records produced before us the loans granted has not fallen due during the year and hence has not been extended or renewed, Hence this clause is not applicable.
- (f) According to information and explanations given to us and based on the audit procedures performed, the Company has granted an advances in the nature of loan to its directors are as follows

Serial No.	Name of Party to whom loan	Amount (In lakhs)	Percentage	
140.	granted	34.52	100	
1	Gaurav Kejriwal		100	
2	Shruti Kejriwal	9.40	100	

According to the information and explanation given to us, and based upon the records produced before us we are of the opinion that in respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

- (iv) According to the information and explanation given to us, and based upon the records produced before us we are of the opinion that in respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- (v) According to the information and explanation given to us, the company has not accepted any deposits within the meaning of Section 73 to 76 of the Act and the rules framed there under. Hence, the provisions of this clause in not applicable to the Company.
- (vi) The company's turnover of the immediately preceding financial year is well within the limits laid down in section 148 of the Companies Act, 2013 and hence, the maintenance of cost records is not applicable to the company.
- (vii) (a) According to the information and explanations given to us and records examined, the company has generally been regular in depositing undisputed statutory dues with the appropriate authorities except for:
 - 1) Delays in respect of provident fund and employees' state insurance. The company was liable to register under the said statutes in earlier years but obtained registration only in October 2025, and consequently, contributions relating to the prior period remain unpaid as at March 31, 2025. Such dues have been outstanding for a period of more than six months from the date they became payable.

Other undisputed statutory dues related to TDS are as follows year wise :

Financial Year	Short Payment	Short Deduction	Interest on Payments default u/s 201	Interest on Deduction Default u/s 201	Late Filing fee u/s 234E	Interest u/s 220(2)	Total Default
	26 12 12 12	213,937/-	1846/-	4,285/-	3,000/-	115/-	223,068/-
2024-25	0	213,9377-				144/-	3,299/-
2022-23	0	0	3,155/-	0	0	5-14	(22)
	35,524/-	90,509/-	5,922/-	6,328/-	383,930/-	420/-	522,633/-
2021-22	33,324/-	90,303/-			385,830/-	181/-	493,906/-
Prior Years	0	76,190	27,900/-	3805/-	363,630/-		12 12 00(/
Total	35,524/-	380,636/-	38,822/-	14,418/-	772,760/-		12,42,906/-

*The company is in process to file revised returns in respect to short deduction reflected at TDS portal.

(b) According to the information and explanation given to us and the record produced before us, disputed amounts in respect to statutory dues related to Goods and Services tax are as follows :-

The Company has pending litigation as at March 31, 2025 as follows:-

Sr. No	Entity and GSTIN	Name of Authority	Older id &	Amount in Dispute (Rs.)	Current Status	
1.	Highness Microelectronic s Ltd. GST no.27AABCH91 42E1ZP	Office of the joint Commission er of State Tax (Appeal 5.)	ZD270225130438 H Period APR 2020 - MAR 2021	Order U/S 73	Tax - 14,75,718 Interest-12,83,875 Penalty-1,63,297 Total -29,22,890	In appeal Reference Number ZD2706250098553 dated 22.05.2025

(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) According to the information and explanation given to us and based on the records provided to us, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year..

(b) According to the information and explanation given to us and based on the records produced before us, the company has not been declared a wilful defaulter by any bank or financial

institution or other lender.

(c) According to the information and explanation given to us and based on the records produced before us, we are of the opinion that term loans taken by the company have been applied for the purpose for which loans have been obtained.

(d) According to the information and explanation given to us and based on the records produced before us, the company has not raised any short-term loans during the year. Hence, the

provision of this sub-clause is not applicable to the company.

(e) According to the information and explanation given to us and based on the records produced before us, 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.

(f) According to the information and explanation given to us and base whe records produced before us, the company has not raised loans during the year on th rities held in its subsidiaries, joint ventures or associate companies.

- (a) According to the information and explanation given to us and the record produced before us, the company has not raised any money by way of initial public offer or further public offer. Hence, the provisions of this clause are not applicable to the company.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x) (b) of the Order is not applicable.
- (xi) (a) During the course of our examination of the books of account carried in accordance with the generally accepted auditing standards in India, we have neither come across any instance of fraud on or by the Company, either noticed or reported during the year, nor have we been informed of such case by the Management.
 - (b) No report has been filed under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - (c) According to the information and explanation given to us and based on the records produced before us, no complaints of the whistle-blower have been received by the company during the year.
 - (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company as prescribed under section 406 of the Companies Act, 2013. Hence the provision of this clause is not applicable to the company.
 - (xiii) According to the information and explanation given to us and the record produced before us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013, where applicable and the details have been disclosed in the Financial Statements.
 - (xiv) (a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.
 - (b) The company is not required to appoint an internal auditor. Hence the clause is not applicable.
 - (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence 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
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities and is not required to obtain Certificate of Registration (CoR) for such activities from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.;
- (c) According to the information and explanations given to us, and based on the records produced before us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India,
- (d) There is no group company /Core Investment Company. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(xvii) According to the information and explanation given to us and the record produced before us, the company has not incurred cash losses for F.Y. 2024-2025.

company has not incurred eash losses for the company has not incurred eash losses for the company resigned during the year. We have considered the issues objections and concerns the Company resigned during the year. We have considered the issues objections and concerns raised by the outgoing auditors, if any, in conducting our audit.

| A coording to the information and explanations given to us, the previous subjections and concerns the Company resigned during the year. We have considered the issues objections and concerns the Company resigned auditors, if any, in conducting our audit.

- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists regarding company's capability of meeting its liabilities payable within a period of one year from the balance sheet date, as and when they fall due.
- (a) According to the information and explanation given to us and the record produced before us, the Company does not have any unspent amount in relation to other than ongoing projects. Hence the provisions of this sub-clause is not applicable to the Company.
 - (b) According to the information and explanation given to us and the record produced before us, the Company does not have any unspent amount in relation to ongoing projects. Hence the provisions of this sub-clause is not applicable to the Company.

According to the information and explanation given to us and based on the records produced before us, there have been no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

For Jain Vinay & Associates Firm Regn No 006649W

Vishnu Sodhani

M. no: 403919 UDIN:-25403919BMMNTQ4344

Date: 09th September,2025

Place: Mumbai

Regd. Add.: Office No. 1C3, Gundecha Onclave, Wing C and D, Kherani Road, First Floor, Opp. Post Office, Mumbai - 400072

Balance sheet as at March 31, 2025

	Balance sheet as a	31st March 2025	31st March 2024
Particulars	Notes	(In '000 Rupees)	(In '000 Rupees)
EQUITY AND LIABILITIES			
Shareholder's funds			100.00
Share Capital	3	35,100.00	35,256.58
Reserves and Surplus	4	24,838.66 59,938.66	35,356.58
Non-current Habilities		39,936.00	
Long Term Borrowings	5	21,532.86	3,619.10
Long Term Provisions	6	1,836.30	1,444.50 5,063.60
Current liabilities		23,369.17	5,063.00
Short-Term Borrowings	23 25 1	27.742.07	10,175.8
	7	27,742.07	(A.2.5.10.70.70.7
Trade Payables (a) Total outstanding due of MSME	8	911.92	670.3
(a) Total outstanding due of whome			4,846.2
Other Current Liabilities		10,096.85	12,135.3
Short Term Provisions	9	5,872.98	8,172.3
SHORT TERM PROVISIONS	10	9,359.15 53,982.97	36,000.0
OTAL		137,290.80	76,420.2
ASSETS			
Non-current assets	1	1	
Property, Plants & Equipments			
Tangible Assets	11	6,665.82	7,768.6
Intangible Assets	12	16,181.13	5,846.9
Capital WIP			
Long term Loans and Advances	13	2,332.69	1,978.3
Deferred Tax Asset Other Non-Current Assets	31	699.60	341.2
		25,879.23	15,935.1
urrent assets			
Inventories	14	56,527.56	38,056.5
Trade Receivables	15	42,006.31	1,489.1
Cash and Cash Equivalents	16	1,126.15	2,615.4
Short term Loans and Advances	17	4,437.67	70.0
Other Current Assets	18 .	7,313.88	18,253.9
	Y EE	111,411.57	60,485.0
DTAL		137,290.80	76,420.2
otes forming part of financial statements	With Different Park		- Control of the Cont
sees forming pare or financial statements	1 & 2		

See accompanying notes forming part of the financial statements. As per our report of even date

Managing Director DIN: 01506981

Date: 09th September, 2025

Place: Mumbai

For Jain Vinay & Associates Chartered Accountant

Firm Registration No.: 006649W

Vishnu Sodhani Partner

Membership No.: 403919 Place: Mumbai

Date: 09th September, 2025 UDIN: 25403919BMMNTQ4344

Preeti Rathi. Company secretary PAN :EJZPM2046C Place: Mumbai Date: 9th September, 2025

For and on behalf of the Board of Directors Highness Microelectronics Limited (CIN: U72900MH2007PTC173854)

Manjul Kumar Kejriwal

Director DIN: 01507039 Place: Mumbai

Date: 09th September, 2025

Mayurkumar L Gori PAN: AIDPG9394A Chief Financial Officer Place: Mumbai Date: 9th September, 2025





Regd. Add.: Office No. 1C3, Gundecha Onclave, Wing C and D, Kherani Road, First Floor, Opp. Post Office, Mumbai - 400072

Statement of Profit and Loss for the year ended March 31, 2025

Particulars Income	Notes	31st March 2025 (In '000 Rupees)	31st March 2024 (In '000 Rupees)
0.10,200,000,000,000	10 C		
Revenue from Operations (Net) Other income	19	140,737.82	107,046.22
Total Income (I)	20	1,000.29	2,887.46
rotat income (i)		141,738.10	109,933.67
Expenses			
Cost of Materials Consumed/ Cost of Goods Purchased	21	61,979.46	69,338.73
Changes in Inventories	22	-18,471.04	-24,303.24
Employee Benefits	23	17,492.53	13,647.43
Other Expenses	24	34,548.94	22,826.53
Finance Costs	25	4,258.73	1,816.59
Depreciation and Amortization Expense	11	9,269.38	1,657.01
Total Expenses (II)		109,078.00	84,983.04
Profit before tax (I-II)			VEC CARTINACIANOS NECA
Tax expenses		32,660.11	24,950.63
Current Tax		2 2020	
Deferred Tax		8,436.36	7,500.00
Current Tax expense relating to prior years		-358.34	-268.17
Total tax expense		0.070.00	
		8,078.03	7,231.83
Profit for the year		24,582.08	17,718.80
Earnings per share (35,10,000 Equity Shares of Rs. 10 each)		a land	
Basic & Diluted :		7.00	5.05
Restated post bonus issue for past years)		Sin Diversion	5.05

See accompanying notes forming part of the financial statements.

For Jain Vinay & Associates

Chartered Accountant

Firm Registration No.: 006649W

Vishnu Sodhani

Partner

Membership No.: 403919

Place: Mumbai

Date: 09th September, 2025

UDIN: 25403919BMMNTQ4344

Gaurav Kejriwal

Gauray Kejriwal Managing Director DIN: 01506981 Place: Mumbai

Date: 09th September, 2025

Preeti Rathi Company secretary PAN :EJZPM2046C

Place: Mumbai Date: 20th September, 2025 (CIN: U72900MH2007PTC173854)

Highness Microelectronics Limited

For and on behalf of the Board of Directors

Manjul Kumar Kejnul Manjul Kumar Kejriwal

Director DIN: 01507039 Place: Mumbai

Date: 09th September, 2025

Mayurkumar L Gori PAN :AIDPG9394A

Chief Financial Officer Place: Mumbai

Date: 20th September, 2025

MUMBAI A ON



Regd. Add.: Office No. 1C3, Gundecha Onclave, Wing C and D, Kherani Road, First Floor, Opp. Post Office, Humbal - 400077.

Cash Flow Statement for the year ended 31 March, 2025

Particulars	31st March 2025 (In '000 Rupees)	31st March 2024 (in '000 Rupees)
	In Rupees	In Rupees
Cash Flow From Operating Activities		24,950.63
Net Profit Before tax	32,660.11	24,750.05
Adjustments for:		1,657.01
Depreciation	9,269.38	-789.73
(Profit)/Loss on sale of fixed assets		1,816.59
Finance Costs	4,258.73	-22.63
Interest Income	-44.22	-22.03
Adjustment for Non Cash Expenses		10 8 .
Other Non-Operating Income		
Operating Profit before Working Capital Changes	46,143.99	27,611.86
Adjustments for Changes in Working Capital	DES	700000000000000000000000000000000000000
(Increase)/ Decrease in Trade Receivables	-40,517.12	-1,300.09
(Increase) / Decrease in Short Term Loans & Advances	-4,367.67	-70.00
(Increase)/ Decrease in Long Term Loans & Advances	-354.33	1,894.12
(Increase)/ Decrease in Other Current Assets	10,940.03	-2,607.20
(Increase) / Decrease in Other Non-Current Assets		5
Increase/ (Decrease) in Trade Payables	5,492.18	494.41
Increase/ (Decrease) in Short Term Provisions	-7,249.54	-1,814.01
Increase/ (Decrease) in Other Current Liabilities	-6,262.35	3,157.95
Increase/ (Decrease) in Short term borrowing	17,566.26	
Increase/ (Decrease) in Long term provision	391.80	1,444.50
(Increase)/ Decrease in Inventories	-18,471.04	-24,303.24
Cash Generated from/ (used in) Operations before Extraordinary Items	3,312.23	4,508.30
Cash Flow from Extraordinary items	3,312.23	.,300.50
Cash Generated from Operations	3,312.23	4,508.30
Taxes Paid (net of refunds)	3,312.23	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
Net Cash from/ (used in) Operating Activities (A)	2 242 22	4,508.30
- Color (asee iii) operating Activities (A)	3,312.23	4,300.30
Cash Flow from Investing Activities	Executive and executive	
Purchase of fixed assets including capital advances	-18,500.75	-11,528.39
Others	-18,500,75	11,520.57
Proceeds from Sale of Fixed Assets		1,200.00
Investment in Fixed Deposits	8	1,200.00
Investment in shares		
Interest Received		22.63
Net cash from/ (used in) investing activities (B)	44.22	-10,305.75
rece cash from (used in) investing activities (b)	-18,456.53	-10,303.73
Cash flow from Financing Activities		
Proceeds from Long Term Borrowings		
Repayment of Long Term Borrowings	47 043 74	7 027 07
Proceeds from other Short-term Borrowings	17,913.76	-7,837.97
Finance Cost	4 350 73	7,997.97
Net cash from/ (used in) Financing Activities (C)	-4,258.73	-1,816.59
Net cash from/ (used in) Financing Activities (C.)	13,655.03	-1,656.59
Net increase/ (decrease) in Cash and Cash Equivalents (A+B+C)	1 490 27	
Cash and cash equivalents- opening balance	-1,489.27	-7,454.05
Cash and cash equivalents- closing balance	2,615.42	10,069.47
Cash and Cash equivalents. Closing balance	1,126.15	2,615.42
Notes:	2.00	
notes.	2,025.00	2024

(1) Cash and Cash Equivalents
- Balances with banks:
In Fixed Deposits

In Current account
Cash on hand

180

As per our report of even date For Jain Vinay & Associates Chartered Accountant Firm Registration No.: 006649W

Vishnu Sodhani

Partne Membership No.: 403919 Place: Mumbai

Date: 09th September, 2025 UDIN: 25403919BMMNTQ4344 M. No. 403919 FR. No.: 906649W Mumbai



900.30 2,218.72 225.86 396.70 1,126.15 2,615.42

Gaurty Kejriwal
Managlog Director
DIN: 01506981
Place: Mumbai

Date: 09th September, 2025

Preeti Rathi
Company secretary
PAN:EJZPMZ046C
Place: Mumbai
Date: 20th September, 2025

Manjul Kumar Kejriwal

Director DIN: 0150703 Place: Mumbai

Date: 09th September, 2025

Mayurkumar L Gori PAN :AIDPG9394 Chief Financial Office Place: Mumbai Date: 20th September, 202

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

3 Share capital

	As at 31st N	arch 2025	As at 31st	March 2024	As at 31st Ma	arch 2023 Amount
Particulars	Number of shares	Ámount Rupees	Number of shares	Amount Rupees	Number of shares	Rupees
Authorised Capital: Equity Shares of Rs. 10/- each	7,000	70,000	10	100	10,000	100,000
Issued, Subscribed and Paid up:						
Equity Shares fully Paid up of Rs.10/- each	3,510	35,100	10	100	10,000	100,000

3.a Terms/Rights to Equity Shares

The Company has only one class of Equity shares of Rs. 10/- share, Eash share holder of equity share is entitled to One vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive the remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion of the number of equity shares held by the shareholders.

3.b Reconciliation of the number of shares

Particulars At the beginning of the year	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
	Number of shares	Number of shares	Number of shares
At the beginning of the year	10	10	10
Add: No. of Shares issued During the year *	3,500		-
Less: No. of Shares bought back During the year	_		
Outstanding at the end of the year	3,510	10	10

^{*} Company has alloted bonus shares in the ratio of 350:1, i.e bonus shares for every 1 equity share held, by capitalizing reserves. Issued during the year amounts to 35,00,000 equity shares of ₹10 each, aggregating to Rs. 35000 Thousands.

3.c None of the above shares are reserved for issue under options / contract / commitments for sale of shares or disinvestment.

3.d Details of shares held by each shareholder holding more than 5% shares:

	As at 31st March 2025 A		As at 3	As at 31st March 2024		As at 31st March 2023	
Particulars	No.	% Holding	No.	% Holding	No.	% Holding	
Gaurav Kejriwal	2,067	59%	1	5%	1	5%	
Manjul Kejriwal	948	27%	5	50%	5	50%	
Manjudevi Kejriwal	246	7%	5	45%	5	45%	
(2-2-100) 1/2-000 (2-100) (2-2	3,261	93%	10	100%	10	100%	

3.e Details of Promoter's shareholding & changes therein:

Particulars Particulars	As at 31st March 2025 As at 31st March 2024					
	No.	% Holding	No.	% Holding	% Change	
Gaurav Kejriwal	2,067	59%	1	5%	4,133.78	
Manjul Kejriwal	948	27%	5	50%	188.54	
Manjudevi Kejriwal	246	7%	5	45%	53.60	
	3,261	93%	10	100%	4,375.92	

3.f Details of Holding company

The company does not have a holding company.

4 Reserves and surplus

Particulars	As at 31st March 2025 (Rupees)	As at 31st March 2024 (Rupees) 17,537.78 17,718.80 35,256.58	As at 31st March 2023 (Rupees)
Surplus in Statement of Profit & Loss		Security of the second security of the second security of the second sec	
Balance as per last financial statements	35,256,58	17.537.78	13,665.32
Add: Profit During The Year	24,582,08		3,872.46
Less: Bonus Shares issued during the year	35,000.00		3,012,10
Balance as per current financial statements	24,838.66	35,256,58	17,537,78











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

W.		
Particulars	31st March 2025 (Rupees)	31st March 2024 (Rupees)
5 Long Term Borrowings		
Secured	3,216.71	3,619.10
(Secured against Stock-in-Trade, Debt & Motor Vehicle. Refer "Note 5.1" below.)		
Unsecured	18,316.15	
Total	21,532.86	3,619.10
Refer "Note 5.1" below.		
6 Long Term Provisions		
(i) Employee Retirement Benefits	N I S	
Provision for Gratuity	1,836.30	1,444.50
Total	1,836.30	1,444.50
	1,650.50	1,111.00
Short term Borrowings		
(i) From Directors(Unsecured, payable on demand) (ii)Secured	259.86	1,199.84
(Secured against Stock-in-Trade, Debt & Motor		
Vehicle. Refer "Note 7.1" below)	20,460.76	8,478.21
(iii) Unsecured	7,021.45	497.77
Total	27,742.07	10,175.81
Trade Payables		
(i) MSME	911.92	(70.30
(ii) Others	10,096.85	670.30
Total	11,008,77	4,846.29
Refer "Note 7.1" below.	11,008.77	5,516.59
Other Current Liabilities	1 000 150	
Statutory Dues Payable		Waters Fasto
Advance from Customers	232.18	898.67
Income Tax Payable (Net off TDS,TCS & Advance Tax)	5,387.63	6,152.42
Other Payables	255	4,142.72
Total	253.17	941.51
0.2371	5,872.98	12,135.32
Short Term Provisions		
Provision for Income Tax (Net off TDS,TCS & Advance Tax	x) 8,131.00	7 407 07
Provision for Employee Benefits	1,228.15	7,407.87
Total	9,359.15	764.46
	7,337.13	8,172.33









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

Note 5.1: Details of Long Term Borrowings

Details	Amount (Rs.)	Secured Against	Rate of Interest	EMI Amount (Rs.)	Tenure (Months)
31st March 2025 Secured Bajaj Finance Limited-Auto Loan Unsecured	3,216.71 3,216.71	Car - Vehicle	9.45%		96 months
Aditya Birla Finance Ltd - 1801 Bajaj Finance Limited - 2941 Kisetsu Saison Finance Kotak Mahindra Bank L & T Finance Ltd SMFG India Credit Company	2,763.34 2,672.86 3,462.23 1,758.50 3,507.33 4,151.88		15.50% 17.60% 16.00% 16.00% 15.50%		36 months 36 months 36 months 36 months 36 months 37 months
31st March 2024 Secured Bajaj Finance Limited-Auto Loan	3,619.10 3,619.10	Car - Vehicle	9.45%	52,055	9

Note 7.1: Details of Short Term Borrowings

Details	Amount (Rs.)	Secured Against	Rate of Interest	EMI Amount	Tenure (Months)
31st March 2025				(Rs.)	
HDFC CC A/c Bajaj Finance Limited-Auto Loan Unsecured Aditya Birla Finance Ltd - 1801 Bajaj Finance Limited - 2941 Kisetsu Saison Finance Kotak Mahindra Bank L & T Finance Ltd SMFG India Credit Company		Book Debt & Stock & collateralised by personal guaratee of director with CGTMSE guarantee Car - Vehicle	9.85% 9.45% 15.50% 17.60% 16.00% 16.00% 15.50%	NA	96 months 36 months 60 months 36 months 36 months 37 months
31st March 2024					
Secured HDFC WCDL HDFC CC A/c Bajaj Finance Limited-Auto Loan Unsecured Bajaj Finance Limited ECL Finance Limited India Infoline Finance Limited	5,611.97	NA	9.85% 9.85% 9.45% 18.00% 14.00%		96 57 48 48











Note 8.1: Ageing of Trade Pavables

31st March 2025	Outstanding for fo Less than 1 Year	llowing periods from due di transaction 1-2 years	ate of paymer 2-3 years	More than 3 years	Total
(i) MSME (ii) Others (iii) Disputed dues - MSME (iv) Disputed dues - Others	911.92 9,396.29 -	- 25 -	- 675 - -		912 10,097 -
31st March 2024	Outstanding for fol Less than 1 year	llowing periods from due da transaction 1-2 years	te of paymer 2-3 years	nt or date of More than 3 years	Total
i) MSME ii) Others iii) Disputed dues - MSME	670.30 3,538.04	- 952	- 357		670 4,846









MCI

Notes forming part of the Financial Statements for the year ended March 31, 202

Act of the part of the final car adventigits for the year ended male (13), 2023	rial statellie	itis for the year	Gross Block	ock lock		THE REAL PROPERTY.	Deprec	11011		NerB	200
Asset	Rate	Amount as on 01/04/2024	Additions the ye	Deletion During the	Amount as on 31/03/2025	Upto 31/03/2024	Depreciation for the Year		Amount as on 31/03/2025	WDV as on 31/03/2025	WDV as on 31/03/2024
Tangible Assets					The Contract of the Contract o		A CONTRACTOR AND A CONT		A CONTRACTOR OF THE PARTY OF TH	Actor of street of the street	
Computers	63.16%	751.50	175.85	100	927.35				793.45	133.91	
Furniture & Fixtures	25.89%	3,260.69	25.50	*	3 286 19			38	2.022.60	1.263 58	
Office Equipment	25.89%	736.43	213.06		949.49	479.08	75.56	2.0	554.64	394.85	257.35
Plant & Machinery	31.23%	8,922.60	985.34	10.00	9.907.94				5.034.46	4,873.47	
Total		13,671.22	1,399.75		15,070.97				8.405.15	6.665.82	
Previous Year		10,506.60	5.765.04	2 600 43	13 671 22			2 190 16	5 907 60	7 768 61	

12 Intangible Assets

Asset	Rate	Amount as on 01/04/2024	Additions during the year	Deletion During the year	Amount as on 31/03/2025	Upto 31/03/2024	Amortisation for the year	sation Deletion	Amount as on 31/03/2025	Net Dir. WDV as on 31/03/2025	оск WDV as оп 31/03/2024
angible Assets ebsite	25.00%	148.65	89 8	350 250 250	148.65	65.03	20.90	£	85.94	62.71	83.62
esearch & Development		5,763.34	17,101.00		22,864.35	•	6,745.93	101	6,745.93	16,118.42	5,763.34
				100 mg	16	**		500			•
ıtal		5,911.99	17,101.00		23,013.00	65.03	6,766.83	*	6,831.87	16,181.13	5,846.96
evious Year		148.65	148.65		148.65	37.16	37.16	•	37.16	111 49	111 49

Notes forming part of the Financial Statements for the year ended March 31, 2024
11 Fixed Assets

Ek WDV as on 31/03/2023		49.81	2,268.05	57.77	1,553.38	4,042.97	2,111.85
Amount in Rupees) Net Bloo Net Sloo 1 WDV as on 31/03/2024	AND THE PERSON NAMED IN COLUMN TWO IS NOT THE PERSON NAMED IN COLUMN TRANSPORT OF THE PERSON NAMED IN COLUMN TWO IS NOT THE PERSON NAMED IN COLUMN TRANSPORT NAMED IN COLUMN TWO IS NOT THE PERSON NAMED IN COLUMN TRANSPORT NAMED IN COLUMN TWO IS NOT THE PERSON NAMED IN COLUMN TRANSPORT NAMED IN COLUMN TWO IS NOT THE PERSON NAMED IN COLUMN TRANSPORT NAMED IN COLUMN TWO IS NOT THE PERSON NAMED IN COLUMN TRANSPORT NAMED IN COLUMN TWO IS NOT THE PERSON NAMED IN COLUMN TRANSPORT NAMED IN COLUMN TRA	18.35	1,680.85	257.35	5,812.06	7,768.61	4,042.97
(Amou Amount as on 31/03/2024		733.15	1,579.83	479.08	3,110.53	5,902.60	6,463.63
ition Deletion		*		3	2,190.16	2,190.16	×
Deprecia Depreciation for the Year		31.46	587.20	74.56	935.91	1,629.14	827.25
Upto 31/03/2023		701.69	992.64	404.52	4,364.78	6,463.63	5,636.38
Amount as on 31/03/2024	i	751.50	3,260.69	736.43	8,922.60	13,671.22	10,506.60
lock Deletion During the		級			2,600.43	2,600.43	•
Gross B Additions during the year				160.19	5,604.86	5,765.04	2,758.38
Amount as on 1	17.00	751.50	3,260.69	576.25	5,918.17	10,506.60	7,748.22
Rate		63.16%	25.89%	25.89%	31.23%		
Asset	Tangible Assets	Computers	Furniture & Fixtures	Office Equipment	Plant & Machinery	Total	Previous Year

12 Intangible Assets

	111.49	37.16		37.16		148.65		148.65	•		Previous Year
111.49	5,846.96	65.03	•	27.87	37.16	5,911.99		5,763.34	148.65		lotal
	. 0.00				-				4.		
•	5,763.34		*		•	5,763.34	**	5,763.34	¥2	200	Research & Development
111.49	83.62	65.03	v	27.87	37.16	148.65		· ·	148.65	25.00%	Website
											ntangible Assets
31/03/2023	31/03/2024	\$1/03/2024		iol ine rear	a managa a	+303/c0/16	year	ipak alin	011041200		
WDV as on	WDV as on	Amount as on	Defetion	Depreciation	upto	Amount as on	During the	Additions during	Amount as on	Kale	Asset
			には、水の水の水の				Deletion				

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

	Particulars	31st March 2025 (Rupees)	31st March 2024 (Rupees)
13			4 059 24
	Security Deposits	2,332.69	1,958.36 20.00
11	Loans & Advances	0.222.60	1,978.36
	Total	2,332.69	1,970.30
14	Inventories (As taken, verified & certified by the		
	Management)		20.05/.52
-0	Finished Goods	56,527.56	38,056.52
	Total	56,527.56	38,056.52
	Note 13.1: There is a variance in value of stock as per stock statement submitted by the Company to banks on account of re-classification of tooling & designing cost from CWIP to stock-in-trade.		
15	Trade Receivables		
	(i) Undisputed Trade Receivables - considered Good	42,006.31	1,489.19
	(i) Undisputed Trade Receivables - considered doubtful	-	
	Total	42,006.31	1,489.19
7. 7	Refer "Note 14.1" below.		
16	Cash and Cash Equivalents		
.0	Balance with banks	1	
2	In Fixed Deposit	1	600 E
	In Currect Account	900.30	2,218.72
	Cash in Hand	225.86	396.70
	Total	1,126.15	2,615.42
		- 0	
17	Figure 1990 - Anna Control of the State of t		4000 No. 2000 o 470 o
	Advance Paid to Staff - Kalpesh TDS 24-25	44.44	70.00
	Loans & Advances to Related Parties	4,393.22	
	Total	4,437.67	70.00
18	Other Current Assets		
107-5000	Advances to Suppliers	3,536.44	17,718.70
	Advances for Expenses	3,555.11	1.00
	Income Tax Refundable	# # # # # # # # # # # # # # # # # # #	2.35
	Other Current Assets	3,689.51	422.45
	Prepaid Expense	87.93	109.41
	Total	7,313.88	18,253.91









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

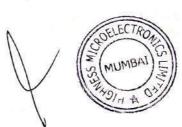
Note 15.1: Ageing of Trade Receivables

	Outstanding pay	for following ment or date	periods from of transaction	due date of on	Total
31st March 2025	Less than 6 months	6 to 12 months	1 to 2 year	More than 2 years	
(i) Undisputed Trade receivables - considered good	19,991.63	22,011.17	3.52	-	42,006.31
(ii) Undisputed Trade Receivables - considered doubtful	4	K#I	-		
(iii) Disputed Trade Receivables considered good	-	(E)	16	-	•
(iv) Disputed Trade Receivables considered doubtful	-				8.5
31st March 2024	Outstanding pay	for following ment or date	periods from of transaction	due date of	Total
31St Mdl CI1 2024	Less than 6	6 to 12	1 to 2 year	More than 2 years	

31st March 2024	Outstanding pay	for following ment or date	periods from of transaction	on	Total
3 ISE MAICH 2024	Less than 6 months	6 to 12 months	1 to 2 year	More than 2 years	
(i) Undisputed Trade receivables - considered good	1,481.54	3.52	4.13		1,489.19
(ii) Undisputed Trade Receivables - considered doubtful	E		820	8	(1)
(iii) Disputed Trade Receivables considered good	2		Of the Sales	*	•
(iv) Disputed Trade Receivables considered doubtful	-	1 220	- 12		1.0

			periods from of transaction		Total
31st March 2023	Less than 6 months	6 to 12 months	1 to 2 year	More than 2 years	iotai
(i) Undisputed Trade receivables - considered good	184.97	4.13	-	-	189.10
(ii) Undisputed Trade Receivables - considered doubtful		-		-	S = 3)
(iii) Disputed Trade Receivables considered good					220
(iv) Disputed Trade Receivables considered doubtful		174	9 5 0	•	3







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

	Particulars	31st March 2025 (Rupees)	31st March 2024 (Rupees)
19	Revenue from Operations		
ŀ	Sale of products	140,737.82	107,046.22
	Revenue from operations (Net)	140,737.82	107,046.22
20	Other Income		
- 1	Discount Received	0.03	93.81
- 1	Frieght on sale		
- 1	Foreign Exchange Gain & Losses	437.72	17 0 0
- 1	Insurance Claim Received	19.80	123.70
	Sundry Balances W/back	498.50	349.74
- 4	Interest Received	44.22	22.63
	Cancellation / Liquidated damages	(-	1,507.84
	Profit on Sale of Motor Car	· ·	789.73
	Total	1,000.29	2,887.46
21	Cost of Material Consumed/ Cost of Goods Purchased Cost of Goods Purchased Import Purchases Domestic Purchases Custom Duty on Import Non Recurring Tooling and Desiging Charges Total	48,946.46 6,394.71 6,638.29 61,979.46	27,077.78 5,632.82 3,414.66 33,213.48 69,338.73
22	Changes in Inventories		
222	Opening Stock		
- 1	Finished goods	38,056.52	13,753.28
- 1		38,056.52	13,753.28
- 1	Closing Stock	50,050.52	13,733.20
	Finished goods	56,527.56	38,056.52
- 1		56,527.56	38,056.52
	(Increase)/Decrease in inventories	-18,471.04	-24,303.24
23	Employee Benefit Expenses		
77.0	Director remuneration	4,382.51	3,600.00
	Salaries, wages, bonus etc.	11,405.82	8,072.15
- 1	Gratuity	391.80	1,444.50
	ESIC & PF Charges	304.55	1,
	Staff Welfare	1,007.86	530.77
	Total	17,492.53	13,647.43
	BARRATA I	17,472.33	13,047.43









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

	Particulars	31st March 2025 (Rupees)	31st March 2024 (Rupees)
24 Oth	ner Expenses	250.00	26.50
Aud	lit Fees	2,923.59	1,260.72
Adv	vertisement Expenses		70.00
Acc	ount Writing Charges	140.00	80.24
Bro	kerage & Commission	48,55	347.59
Con	veyance Expenses	4135745KR	43.52
Cou	rier Charges	23.35	
Cle	aring & Forwarding Charges		9
Disc	count Given		303.05
Ele	ctricity Charges	405.08	340.53
Leg	al & Professional Charges	3,103.50	2.50
Pro	fessional Tax	2.50	2.30
Mei	mbership Fees	and the state of t	2 (02 (7
Rer	nt, Rate & Taxes	3,803.20	3,603.67
Ser	vice Charges	1,560.08	602.16
Tel	ephone Expenses	327.73	112.25
Ins	urance Charges	328.47	162.23
Sel	ling Expenses		iligii na nonanananani
100000000000000000000000000000000000000	eight, Forwarding & Transportation Charges	7,047.79	6,327.37
1.00000000	avelling & Accomodation Expenses	8,212.97	5,540.33
	neral Expenses	2,185.56	752.79
	nting, Packing & Stationery Expenses	386.76	733.66
100	pairs & Maintenance	1,420.26	1,475.05
20 N DOM:	ansportation Charges	N. 100 (100 (100 (100 (100 (100 (100 (100	31
114 1153 153	reign Exchange Gain & Losses	74	254.55
110	chicle Expeses	812.13	451.13
100000	ading & Unloading Charges		31 4 37
	scellaneous Expenses		-
175,0000	dependent directors sitting fee	50.00	74
0.0003	terest on Custom Duty	332.44	8.20
52.7	terest on PTRC		0.17
100000	terest on TDS	15.59	16.81
	terest on 103 terest, Penalty & Late Fees on GST	705.09	113.15
	terest on delayed payment to MSME	12.24	113113
0.000		452.05	198.38
1,000,000	ecurity Charges otal	34,548.94	22,826.53
10	otal	34,340.94	22,828.33
25 Fi	nance Cost		
1	nterest Expenses	3,375.05	1,536.10
	Other Borrowing Cost	883.68	280.48
To	otal	4,258.73	1,816.59
Au	uditors Remuneration comprises		
Fo	or Statutory Audit & Others	250.00	26.50
To	otal	250.00	26,50









Regd. Add.: Office No. 1C3, Gundecha Onclave, Wing C and D, Kherani Road, First Floor, Opp. Post Office, Mumbai - 400072

26. Notes to the financial statements for the year ended March 31, 2025

1. Corporate Information

Highness Microelectronics Private Limited was incorporated on September 06, 2007 vide Registration Number 173854. The Company is principally engaged engaged in the Design, Development, Integration, Assembly and Manufacture of Digital-Imaging Solutions.

The Company is domiciled in India and its registered office is at Office No. 1C3, Gundecha Onclave, Wing C and D, Kherani Road, First Floor, Opp. Post Office, Mumbai 400072 (Corporate Identification Number: U72900MH2007PTC173854).

2. Significant accounting policies

2.1 Basis for preparation of financial statements

- The financial statements have been prepared to comply in all material aspects with the applicable accounting principles generally accepted in India, the accounting standards issued by the Institute of Chartered Accountants of India to the extent applicable and as per the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2021 issued by the Central Government in consultation with the National Advisory Committee on Accounting Standards (NACAS) and the relevant provisions of the Companies Act, 2013.
- b) Accounting Policies not specifically referred to otherwise are in consonance with prudent accounting
- The financial statements are prepared in accordance with the historical cost convention. c)

2.2. Revenue recognition

- Sales are accounted when significant risk and rewards are passed on to the customer. Sales a) are accounted net of excise duty.
- Interest income is accounted on a time proportion basis taking into account the amounts invested b) and the rate of interest.
- Dividend incomes on investments are accounted for when the right to receive the payment is c) established.

2.3 Use of Estimates

The preparation of financial statements in conformity with the generally accepted accounting principles ('GAAP') requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

2.4 Expenditure

Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities.







Regd. Add.: Office No. 1C3, Gundecha Onclave, Wing C and D, Kherani Road, First Floor, Opp. Post Office, Mumbai - 400072

2.5 Translation of Foreign Currency Items

Transactions in foreign currencies are translated into Indian Rupees (INR) at the rate of exchange ruling on the date of the transactions.

Gains or losses resulting from foreign currency transactions are taken to the income statement.

2.6 Property, Plants & Equipment's

All Property, Plants & Equipment's are stated at cost less accumulated depreciation and impairment losses, if any. Cost includes freight, duties, taxes and incidental expenses related to the acquisition of the fixed assets. When the asset is scraped or otherwise disposed-off, the cost and related accumulated depreciation are removed from the books of accounts and resultant profit or loss, if any, is reflected in the Statement of Profit & Loss.

2.7 Depreciation

Depreciation is provided on the written down value method over the useful life of assets in the manner specified under Part C of Schedule II of the Companies Act, 2013. Assets acquired prior to 1st April, 2015, the carrying amount as on 1st April, 2015 is depreciated over the remaining useful life based on evaluation. Depreciation on additions during the year is provided on prorate basis from the date of addition.

2.8 Impairment of Assets

The management periodically accesses, using internal sources, whether there is an indication that an asset may be impaired. An impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of assets and its eventual disposal. The impairment loss to be expensed is determined as the excess of carrying amount over the higher of the assets net sales price or present value as determined above.

2.9 Investments

Non-current investments are stated at cost. Provision for diminution is made to recognize a decline, other than temporary, in the value of Non-current investments.









Regd. Add.: Office No. 1C3, Gundecha Onclave, Wing C and D, Kherani Road, First Floor, Opp. Post Office, Mumbai - 400072

2.10 Inventories

Inventories, stores and spares are valued at cost or net realizable value, whichever is lower. Cost is arrived at on First-In-First-Out (FIFO) basis.

2.11 Retirement benefits to employees

a. Gratuity

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation at each Balance Sheet date using the projected unit credit method. The Company recognizes the net obligation of the gratuity plan in the Balance Sheet as an asset or liability, respectively in accordance with Accounting Standard (AS) 15, 'Employee Benefits.

b. Provident fund

Eligible employees of Highness Microelectronics Ltd receive benefits from provident funds which is a defined benefit plan. Both eligible employee & company make monthly contributions to provident fund.

2.12 Taxation

Income Tax expense comprises of current tax and deferred tax charge or credit. Deferred Tax resulting from timing differences between book profit and tax profit is accounted for under the liability method, at the current rate of tax, to the extent

That the timing difference is expected to crystallize.

2.13 Contingent liabilities

The company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources & reliable estimate.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.











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Accordingly, the company discloses contingent liability for following -

The Company obtained registration under the Employees' State Insurance Act, the Employees' Provident Fund Act and the Professional Tax Act with effect from October 2024. Statutory contributions have been deposited from that date onwards. The Company has not recognised any liability in respect of periods prior to October 2024, as the same has not been quantified and reliable measurement is not presently possible however exposure for earlier periods cannot be ruled out. Accordingly, the same has been disclosed as a contingent liability, without quantification.

Events Occurring After the Reporting Period

Subsequent to the balance sheet date, the Company has availed working capital facilities from Saraswat Bank, sanctioned on 22nd March 2025 and disbursed on 29th April 2025, secured against stock and receivables, second charge on movable fixed assets, collateral of Director's residential property, and personal guarantees of Directors and relatives.

2.14 Cash and Cash Equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash in hand, cash at bank, deposits with banks and other short-term investments with an original maturity of three months or less.

2.15 Miscellaneous Expenditure

Preliminary expenses are charged to profit and loss account over a period of five years.

2.16 Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on the available Information.

2.17 Earnings Per Share

Basic EPS per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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

27. Closing Balance Confirmation

All the debtors, creditors, loans and advances, deposits are subject to confirmation.

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In the opinion of the management, the current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of the business, except otherwise stated and there is no contingent liability other than stated above.

28. Micro, Small and Medium Enterprise Development Act, 2006 ('the Act')

The Company has initiated the process of identification of 'suppliers' registered under the Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006, by obtaining confirmations from all suppliers. The Company has disclosed MSME sundry creditors based on such confirmations received from creditors about their status under MSMED Act, 2006.

29. Managerial Remuneration

Particulars	31 March 2025 (Rupees)	31 March 2024 (Rupees)
Director's Salary	4,382.51	3,600.00

30. Disclosure of Deferred Tax

Deferred tax asset of Rs. 3,58,336/- (Previous Year Rs. Deferred Tax Liability of Rs. 2,68,166/-) is provided as per working, being timing difference as per books and as per Income Tax Act.

31. Disclosures of Related Party Transactions (as per AS-18):

Sr. No.	Description of Relationship	Name of related person
1	Enterprises over which Key Management Personnel exercise significant influence	Global Business
2	Director / KMP	Gaurav Kejriwal
•	·	Manjul Kumar Kejriwal
	and an explanation of the second	Manju Devi Kejriwal
	PARTICIAL INC.	Shruti Gaurav Kejriwal
		Preeti Rathi







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• Details of related party transactions during the year ended 31 March, 2024 and balances outstanding as at 31 March, 2025:

	Global Business	Gaurav Kejriwal	Manju Devi Kejriwal	Manjul Kumar Kejriwal	Shruti Gaurav Kejriwal	Preeti Rathi
Balance As on 01/04/2024	127.45	879.35	133.42	187.07		
Expenses Paid						
Sales of Goods						
Purchase of Goods	100.15	7.1				
Remuneration	2	2,462.51	400.00	800.00	720.00	185.81
Receipts/Credits	7_0	5,127.11	566.25	270.05	425.29	
Payments/Debits	127.45	9,115.19	1,099.67	1,257.12	1,639.21	123.81
Advance	-	3,452.44	-		940.78	
Closing Balance as 31/03/2025	i a la l	2,806.22	1 1 1 2 m 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		446.86	62.00

32. Expenditure & Earnings in foreign Currency

Particulars	31 March 2025 (Rupees)	31 March 2024 (Rupees)
Export sales	43,132.64	1,183.11
Purchases	48,946.49	27,077.78
Research & Development	17,101.00	23,524.70
Advance to suppliers	3,310.59	5,763.34

33. Auditors Remuneration

Particulars	31 March 2025 (Rupees)	31 March 2024 (Rupees)
As an Statutory Auditor	250.00	26.50

34. Ratio Analysis

As per annexure B











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35. Additional Disclosures

Details of Benami Property held

The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

Relationship with Struck off Companies

The Company do not have any transactions with struck off companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

iii. Registration of charges or satisfaction with Registrar of Companies

The Company do not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.

iv. Wilful defaulter

The Company has not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

v. Undisclosed Income

The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

vi. Details of Crypto Currency or Virtual Currency

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

vii. Information relating to other matters:

- a) Export Sales Trade receivables include export sales made to a single debtor party in aircraft industry "Aerohaste LLC FZ" which forms overall 30% of total share of total sales. Sales constituting ₹2,51,91,237/- were made in September 2024 out of which only ₹48,22,155 is realized & balance of ₹2,03,69083/- remains outstanding as on Audit report date. This is beyond the timeline prescribed under the Foreign Exchange Management Act, 1999. The management is in discussion with debtor party to resolve technical hurdles in collection of receipt & is in process to apply extension for AD 1 Bank and expects to realize the same in next FY. Pending such outcome, the receivable is carried at its full value.
- b) Information with regard to other matters specified in Schedule III to the Act is either nil or not applicable to the Company for the year.

viii. Previous year figures have been regrouped / rearranged wherever necessary to make them comparable with the current year's figures.

During the year, the Company has regrouped certain expenditure relating to procurement of designs, software files and layouts from "Advances to Suppliers" to "Intangible Assets – Research & Development Costs" in compliance with AS-26.

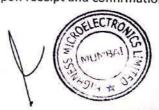
In FY 2023–24, the unamortised balance of such expenditure was charged to the Profit and Loss Account; in the current year based on revised estimates these costs have been recognised as intangible assets and amortised systematically over their estimated useful life.

This represents a reclassification/regrouping for appropriate presentation and does not constitute a change in accounting policy as defined under AS-5.

Advances paid to vendors towards procurement of designs/layouts which are pending delivery as at the balance sheet date have been presented under 'Advances to Suppliers'. Such amounts will be capitalised as Intangible Assets – Research & Development Costs upon receipt and confirmation of delivery.







Highness Microelectronics Limited

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

Note 34: Ratio Analysis

Sr. No	Sr. No. Ratio	z	Numerator		Deno	Denominator		Ratio as on	as on	Variation	Reason (If variation is more than 25%) *
		Particulars	31-Mar-25	31-Mar-24	Particulars	31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24		
-	Current Ratio	Current Assets	111,412	60,485	60,485 Current Liabilities	53,983	36,000	2.06	1.68	22.84%	Increase in Debtors & Inventories for the year
2	Debt Equity Ratio	Total Liabilities	49,275	13,795	13,795 Shareholder's Equity	59,939	35,357	0.82	0.39	110.70%	Increase in Borrowings of the company "a increase in ESC of the company due to bonus issue
m	Debt Service Coverage Ratio	Net Operating Income	33,851	19,376	19,376 Debt Service	. 4,259	1,817	7.95	10.67	-25.48%	Increase in Interest cost
4	Retum on Equity Ratio	Profit for the period	24,582	17,719	17,719 Avg. Shareholders Equity	47,648	26,497	0.52	0.67	-22.85%	Increase in ESC of company due to boxus issue
2	Inventory Turnover Ratio	Cost of Goods sold	43,508	45,035	45,035 Average Inventory	47,292	25,905	0.92	1.74	52.92%	Increase in inventory.
9	Trade Receivables Tumover	Net Credit Sales	140,738	107,046	107,046 Average Trade Receivables	21,748	839	6.47	127.57	-94.93%	Increase in credit sale as compared to
		Cerdit Sales			(Beginning Trade Receivables + Ending Trade Receivables) / 2						previous year.
7	Trade Payables Tumover Ratio Total Purchases	Total Purchases	61,979	66,339	69,339 Average Trade Payables	8,263	5,269	7.50	13.16	-43.00%	Reduction in credit period compared to previous period
∞	Net Capital Tumover Ratio	Net Sales	140,738	107,046	107,046 Average Working Capital	40,957	17,896	3.44	5.98	-42.55%	Increase in working capital as compared to previous year.
6	Net Profit Ratio	Net Profit	24,582	17,719	17,719 Net Sales	140,738	107,046	17.47%	16.55%	5.52%	Increase in profit compared to previous period
0	Retum on Capital employed	ЕВІТ	36,919	26,767	26,767 Capital Employed	81,472	38,976	45.32%	68.68%	-34.02%	Increase in ESC of company due to borazs issue
=	Retum on Investment	Retum/Profit/Eamings	•	0.	Investment	e)	·	NA	NA	NA	





