Netweb
TECHNOLOGIES

# INNOVATIVE.
# INTELLIGENT.
# INDIAN.

ANNUAL REPORT
2024 - 25

# INNOVATIVE. INTELLIGENT. INDIAN.

At the heart of India's digital transformation lies a bold vision — "Viksit Bharat @ 2047", an ambition to shape a self-reliant, future-ready nation powered by technology, talent, and tenacity. In alignment with this vision, Netweb Technologies India Limited's theme — "Innovative. Intelligent. Indian." — encapsulates the essence of everything we have strived to build, deliver, and represent over two and a half decades.

As compute power fuels digital transformation, Netweb stands at the forefront of delivering High-end Computing Solutions such as High-performance Computing (HPC), AI Systems and Enterprise Workstations, and Private Cloud technologies that power advanced research, drive enterprise agility, and enable intelligent applications across industries. Innovation drives our engineering mindset — from developing AI-native servers to enabling scalable cloud environments and customised HPC clusters tailored to the specific demands of our customers. Our systems and solutions are intelligent by design, built to optimise performance, scale effortlessly, and deliver actionable insights.

Above all, we are proudly and unapologetically Indian in our origin, manufacturing, and mission. As one of India's leading technology manufacturers under the Make in India initiative, and the Government of India's PLI (Production Linked Incentive) scheme, IndiaAI Mission, National Supercomputing Mission, and focus on Data Sovereignty, we are creating globally competitive IT infrastructure that is conceptualised, engineered, and made on Indian soil.

FY2025 has been a milestone — we expanded our product portfolio, delivered critical solutions to national and global customers, and strengthened our contribution to India's digital and strategic independence. This year's theme reaffirms our commitment: to innovate with purpose, engineer intelligent solutions that unlock value, and lead as a world-class Indian company building the future of compute.

At Netweb Technologies, we are not just adapting to the future; we are shaping it with power, pride, and precision.

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*Forward-looking Statement*

Some information in this report may contain forward-looking statements. The Company has based these forward-looking statements on its current beliefs, expectations, and intentions regarding facts, actions, and events that may occur in the future. Such statements are identified by forward-looking words such as "believe," "plan," "anticipate," "continue," "estimate," "expect," "may," "will," or other similar words.

A forward-looking statement may include a statement of the assumptions or bases underlying the forward-looking statement. The Company has chosen these assumptions or bases in good faith and believes that they are reasonable in all material respects. However, the Company cautions readers that forward-looking statements and assumed facts or bases are typically subject to variation from actual results. The differences between the results implied by the forward-looking statements and assumed facts or bases and actual results can be material, depending on the circumstances.

# THE STRENGTH WITHIN

The Vajra Mudra, symbolising inner strength and focused energy, reflects Netweb Technologies' journey as a purpose-driven leader in High-end Computing Solutions. Like the steadfast grip of the Vajra, Netweb brings clarity, stability, and transformative impact through its research-led innovation and deep tech expertise.

Designing advanced systems for enterprises, institutions, and governments, it fuels India's digital self-reliance while expanding globally. Embodying conviction and innovation, Netweb stands as a future-ready force shaping the AI-powered world of tomorrow.

Vajra Mudra represents inner strength and focused energy.

Corporate Overview

# NETWEB TECHNOLOGIES: DESIGNED TO SCALE. BUILT TO LEAD.

Netweb Technologies India Limited (“Netweb Technologies”, “Netweb”) is a leading Indian-origin, owned, and controlled OEM in the space of High-end Computing Solutions (HCS), blending comprehensive research and innovative design with manufacturing expertise.

“Make in India” compliant, the Company designs and manufactures advanced technology systems that form the digital backbone of enterprises, research institutions, and government entities. Its clientele spans sectors such as technology, finance, education, and government enterprises, with solutions tailored to meet diverse and mission-critical needs.

## NETWEB'S EXPERTISE

The Company’s strength lies in its deep-rooted expertise in system architecture and design, continually enriched through sustained technological advancement and a culture of research-led innovation. Netweb’s end-to-end capabilities – spanning R&D, PCB design, and full-system manufacturing – enable the Company to integrate intelligence, innovation, and indigenous capability into precision-engineered solutions that meet – and often exceed – global benchmarks. Complementing this is a highly efficient pre-sales team and dedicated post-sales support for its Tyrone line of products.

The Company’s deep understanding of customer needs also uniquely positions it to deliver cost-effective, tailored solutions that effectively address specific pain points. In doing so, the Company advances India’s journey toward technological self-reliance and an innovation-driven future, while strengthening its presence in the global high-performance computing ecosystem.

## FACILITIES

Netweb’s manufacturing and R&D facilities reflect the Company’s commitment to delivering reliable, high-quality computing solutions rooted in local design and manufacturing. Its flagship end-to-end, high-end computing server, storage and switch manufacturing facility in Faridabad represents a significant step forward in India’s high-end computing manufacturing landscape.

Equipped with advanced SMT lines, thermal and power testing labs, and clean-room environments, this facility encompasses the entire spectrum, from designing Printed Circuit Boards (PCBs) to surface mounting on PCBs and ultimately producing complete systems. This facility is well-positioned to meet the evolving demands of private cloud, AI cloud, compute data centres, and AI-intensive workloads. Additionally, the Company has established a dedicated supercomputing test lab in Faridabad to validate parallel computing codes and ensure system performance and integrity.

## A SNAPSHOT OF NETWEB'S HCS OFFERINGS

### High-performance Computing (Supercomputing/HPC) Systems

- Bespoke and crafted with specialised hardware designs and architecture
- Caters to varied customer specifications

### Private Cloud and Hyperconverged Infrastructure (HCI)

- Combines compute, storage, and network to build private and hybrid clouds, HCI, cloud tools, and cloud native storage

### High-Performance Storage (HPS/ Enterprise Storage) Solutions

- Cloud Managed Services: Partial or complete management and control of a client’s cloud platform, including migration, maintenance, and optimisation

### Network Switches

- This infrastructure is critical to high-performance solutions such as HPC, HCS, and HCI, playing a key role in overall system effectiveness

### Software and Services for HCS Offerings

- Cloud Managed Services: Partial or complete management and control of a client’s cloud platform, including migration, maintenance, and optimisation

### Data Centre Servers

- Designed to reduce the complexity of managing critical and enterprise-heavy workloads
- Servers are advanced for AI, HPC and other enterprise workloads
- The Intelligent Data Centre Management Suite provides comprehensive centralised control and monitoring of a data centre’s infrastructure through a single, unified interface, offering administrators a “single pane of glass” experience

### AI Systems and Enterprise Workstations

- Address standalone compute-intensive applications, personal supercomputing, new age LLM workloads, machine learning, deep learning, and support Computational Fluid Dynamics (CFD), Computer-Aided Manufacturing (CAM), and Computer-Aided Mechanical Design (CMD)

# THE IDEALS BEHIND THE INNOVATION

## MISSION

"Rooted in R&D, we deliver cutting-edge IT products and pioneering advancements in High-end Computing, encompassing HPC, Data Centre Solutions, Private Cloud, and AI Systems. Our commitment is to foster a culture of excellence and continuous innovation, driven by our dedication to the "Make in India" mission. We strive to deliver top-quality, sustainable technological solutions that meet the diverse needs of our clients."

## VISION

"Our vision is anchored in our commitment to sustainable practices and unwavering dedication to quality. We aspire to create transformative solutions that address current challenges and anticipate future opportunities on a global scale. By harnessing our expertise in designing, innovating, and developing new solutions, and maintaining an unwavering focus on continual enhancement, we envision shaping a future where technology drives global progress and success."

## VALUES

### Integrity

Integrity is Netweb's cornerstone. The Company expects all employees to uphold honesty and transparency in every interaction, whether with customers, suppliers, service providers, or the community.

### People and Responsibility

**The Company is dedicated to integrating environmental and social principles into its business practices, ensuring that its success benefits the communities it serves. It prioritises the health and safety of its employees, customers, suppliers, and service providers. The Company's commitment to social responsibility means that it actively works to give back to the community, creating a positive impact that multiplies over time.**

### Leadership

Leadership at Netweb is about teamwork, mutual respect, and accountability. The Company believes in treating all stakeholders – employees, customers, and suppliers – with fairness and honesty. Netweb's approach to leadership is characterised by integrity, humility, and a steadfast commitment to building strong community relationships. This helps Netweb distinguish itself from its peers and also drives meaningful change in the communities it engages with.

### Service

Netweb's goal is to deliver exceptional value to its customers through unparalleled service. The Company is committed to being flexible and responsive to the unique needs of each customer, regardless of their size or market. The Company's dedication to service excellence ensures that every customer receives its best effort in terms of quality and support.

# NETWEB AT A GLANCE

**18**
Offices across India

**50+**
Private Cloud and HCI Installations

Deployed One of India's
**FASTEST AND LARGEST HYBRID SUPERCOMPUTERS**

**2,300+**
Customers

**500+**
Successful HPC Installations

**ADVANCED R&D**
In high-end Computing Solutions

**5,000+**
Accelerator/GPU-based AI Systems and Enterprise Workstations

**TELECOM CLOUD SOLUTIONS**
Deployed

**3 R&D CENTRES**
In India (Faridabad, Hyderabad, Gurgaon)

**SEVERAL BIG DATA DEPLOYMENTS**
In the Telecom, ISP, Consulting, and Education Sectors

**400+**
Employees

**200+**
Technical Professionals

**PROMINENT HPC CLUSTERS IN THE REGION**

**GOT LISTED ON BSE AND NSE**
on July 27, 2023

Dhyana Mudra symbolises balance and visionary insight through deep meditation.

Netweb's Presence

# POWERING PROGRESS: NETWEB'S STRATEGIC REACH


3 Sites in **Faridabad**

2 Sites in **Bengaluru**

1 Site in **Bhopal**

1 Site in **Bhubaneshwar**

1 Site in **Dehradun**

1 Site in **Ahmedabad**

1 Site in **Roorkee**

1 Site in **Kharagpur**

1 Site in **Pune**

1 Site in **Kolkata**

1 Site in **Chennai**

1 Site in **Delhi**

1 Site in **Hyderabad**

1 Site in **Mumbai**

1 Site in **Gurgaon**

Netweb Technologies has established a strong nationwide presence, with offices, R&D centres, and manufacturing facilities strategically located across key cities in India. This pan-India footprint enables the Company to serve a diverse customer base efficiently, support regional market needs, and foster deeper engagement with enterprises, research institutions, and government bodies.

History and Milestones

# 26 YEARS OF BUILDING THE FUTURE OF HIGH-END COMPUTING

For 26 years, Netweb has been a driving force in technological innovation, consistently leading with pioneering advancements and industry-first achievements. With a strong focus on high-end computing solutions and robust manufacturing capabilities, the Company continues to deliver next-generation technologies that address the evolving needs of a rapidly changing world.

## 1999

Netweb Technologies was incorporated

## 2004

Deployed Kabru at IMSc Chennai, which was then one of the top 500 most powerful supercomputing systems in the world

## 2005

Launched the Tyrone brand of products and solutions

## 2013

Deployed PARAM Yuva-II at C-DAC, Pune, which ranked the 69th most powerful supercomputer in the world at the time of commissioning

## 2017

Deployed servers as part of a surveillance project at 204 locations across 23 states for a public sector undertaking

## 2018

Awarded the Intel Technology Provider Platinum 2018 – Best HPC Data Centre Specialist

## 2019

Deployed PARAM Ambar at ISRO – India's 4th fastest supercomputer at the time of commissioning

## 2020

Received orders for Tyrone HPC Storage of a capacity of 10,500 terabytes from the R&D organisation of MEITY, Government of India

## 2021

- Qualified for the "Production Linked Incentive" 1.0 Scheme of the Government of India for IT Hardware
- Outstanding contribution in the promotion of electronics and manufacturing of servers from the Ministry of Electronics and Information Technology, Government of India
- Launched Private Cloud stack – Skylus

## 2022

- Qualified for the "Production Linked Incentive" 2.0 Scheme of the Government of India for Telecom and Networking Products
- Deployed 5G cloud for an international telecom service provider
- Launched Kubyts, a container platform that enables rapid deployment of AI and HPC

## 2023

- Deployed AIRAWAT – India's largest and fastest AI supercomputing system and ranked 75th in the world
- Forayed into network switches and 5G ORAN appliances
- Listed on July 27, 2023, on BSE and NSE
- Entered a manufacturing partnership with NVIDIA, for NVIDIA Grace CPU Superchip and GH200 Grace Hopper Superchip MGX server designs

## 2024

- Commissioned India's flagship end-to-end high-end computing server, storage and switch manufacturing facility
- Launched Intel Sapphire Rapids and AMD Genoa-based "Make in India" High-end Computing Servers
- Launched "Make in India" AMD EPYC CPU-based servers
- Launched Skylus.ai, an appliance for optimised GPU resource management across a multi-vendor environment

## 2025

- Received claim under the "Production Linked Incentive" Scheme 2.0 for IT Hardware
- Deployed the Indian Space Organisation's fastest supercomputing system at VSSC, Trivandrum

Management Message

# DRIVING THE FUTURE: INNOVATION, RESILIENCE, AND VALUE CREATION

> In FY2025, we reinforced our leadership in AI infrastructure with the launch of Skylus.ai and unveiled India's first end-to-end high-end computing system manufacturing facility, underscoring our commitment to innovation, resilience, and value creation.





**Dear Shareholders,**

FY2025 marked a significant milestone in Netweb Technologies' growth journey. We achieved record financial results, expanded our technological capabilities, and reinforced our position as a trusted provider of high-end computing solutions (HCS). From the outset, innovation, resilience, and long-term value creation have defined Netweb's ethos. In a year shaped by surging global interest in AI systems, sovereign cloud infrastructure, and indigenous manufacturing, Netweb stood at the confluence of these transformative forces, guided by a steadfast commitment to innovation and operational discipline, and delivering measurable impact and enduring value to all stakeholders.

A key factor in maintaining our competitive edge in today's rapidly evolving technology landscape has been our sustained collaboration with leading technology partners. This enables us to anticipate emerging trends and consistently deliver cutting-edge solutions. At the same time, our deep commitment to understanding and adapting to our customers' evolving needs has fostered enduring relationships and driven consistent repeat business.

## Operational Performance and Business Strategy

In FY2025, we recorded an operating income of ₹11,490.2 million, representing a robust Y-O-Y growth of 58.7%. This growth was propelled by strong execution capabilities, increasing sector-wide demand, and ongoing investments in technological capabilities and human capital. Among the year's major milestones was the commissioning of India's flagship end-to-end facility for manufacturing high-end computing systems, including servers, storage, and switches, which commenced operations in May 2024. This state-of-the-art facility significantly expands our capabilities in PCB design, SMT, and full-system manufacturing, and aligns seamlessly with the "Make in India" vision. These strategic initiatives have laid a solid foundation for our next phase of growth.

> *We also expanded our high-performance server portfolio with the launch of eight new server models powered by AMD Genoa processors, addressing next-generation computing demands.*

In FY2025, we reinforced our leadership in AI infrastructure with the launch of Skylus.ai, a plug-and-play platform for GPU-based AI infrastructure deployment and unveiled India's first end-to-end high-end computing system manufacturing facility — underscoring our commitment to innovation, resilience, and value creation.

Reinforcing our innovation-led roadmap, we strengthened our partnership with NVIDIA, setting the foundation for AI systems built on the state-of-the-art NVIDIA Blackwell GB200 platform. Operational efficiency also improved with the successful deployment of SAP S/4HANA, enabling real-time insights, streamlined workflows, and enhanced governance across all functions.

These strategic initiatives have laid a solid foundation for our next phase of growth.

## Financial Leadership and Growth

Our strong financial performance in FY2025 highlighted our resilience and strategic focus. Operating income grew 58.7% to ₹11,490.2 million, while operating EBITDA rose 56.1% Y-O-Y to ₹1,600.1 million, delivering a healthy margin of 13.9%. PAT increased by 50.8% to ₹1,144.8 million, reflecting a PAT margin of 9.9%. We closed the year with a net cash positive position of ₹1,621 million, reflecting our liquidity and strong balance sheet strength.

This performance enabled the Board to recommend a final dividend of ₹2.50 per share, representing a 12.4% payout ratio, reaffirming our commitment to delivering shareholder value while continuing to reinvest in long-term growth.

## Innovation and Technology

*Innovation remained at the heart of our strategy in FY2025. The launch of Skylus.ai exemplified our commitment to delivering intelligent, scalable AI infrastructure. With AI becoming an increasingly vital part of Netweb's business, the segment contributed ₹1,694 million to revenue; contributing 14.8% of the total and marking a remarkable 112% Y-O-Y growth.*

We filed three new patents and secured one design patent during the year, bringing the total to nine registered design patents, underscoring a decade-long tradition of R&D-driven growth. We also deepened our collaboration with NVIDIA, laying the groundwork for future AI platforms based on the Blackwell GB200 architecture.

*Our AI GPU systems were spotlighted by NVIDIA CEO Jensen Huang at the 2024 NVIDIA AI Summit, affirming Netweb's pivotal role in advancing India's indigenous AI capabilities.*

With a strong order book, expanding capabilities, and a growing portfolio, we are well-positioned to drive sustained, innovation-led growth.

## Market Leadership

We continued to strengthen our domestic presence while expanding our international reach . We secured our first incentive under the PLI Scheme 2.0 for IT hardware, amounting to ₹59.4 million, further validating our manufacturing excellence. Our expanding export footprint reflects both the breadth and scalability of our technology offerings. With expanded infrastructure and a focus on product innovation, we are actively contributing to India's emergence as a digital and AI powerhouse. The rapid increase in AI adoption across sectors such as healthcare, banking and financial services, research, and enterprise technology further emphasises Netweb's role in powering the infrastructure needs of this transformation.

## Core Pillars: HPC, Private Cloud, and AI Systems

Our three strategic pillars — High Performance Computing (HPC), Private Cloud, and AI Systems — remained central to our differentiated market positioning:

HPC: Our petascale-class supercomputers, designed and built in India, powered mission-critical workloads across premier research and scientific institutions.

Private Cloud: Skylus-based deployments enabled hybrid, sovereign cloud solutions for enterprises and government, with enhanced control and flexibility.

AI Systems: Our GPU-agnostic portfolio, anchored by Skylus.ai, a composable appliance for dynamic GPU resource management, enabled clients to scale GenAI workloads from pilot to production. With integrated high-throughput storage and ready-to-deploy containers, we delivered efficient, scalable AI infrastructure. Together, these synergistic verticals anchor our innovation-led growth, powering high-impact computing solutions that not only address mission critical workloads, but also delivers enduring, high-margin value to our customers and stakeholders.

## People and Culture

Our people remain our most valuable asset. In FY2025, we welcomed 79 new team members, expanding our workforce to 441, including 238 technical professionals. Structured learning and development programmes were introduced, and an AI-powered internal learning platform is being launched to support continuous upskilling. We expanded our ESOP plan to enhance talent retention and engagement, while fostering a culture grounded in innovation, collaboration, and inclusive growth.

We bolstered our employee welfare programmes with a broader rollout of health, wellness, and safety initiatives across locations. Internal technology forums and team-led innovation efforts enhanced collaboration and creativity. We also reinforced our organisational values of fairness, continuous learning, and professional development to create a more inclusive and empowering work culture.

We remain deeply committed to our customers and take pride in having solved many of their challenges with solutions that are both sustainable and cost-effective. A customer self-service portal is under development to enable transparency, system performance tracking, and real-time support.

## Partnerships

Strategic partnerships continued to be a cornerstone of Netweb's success. We strengthened alliances with global technology leaders, including NVIDIA, Intel, and AMD, and remained closely aligned with the Government of India's initiatives under the PLI schemes for IT hardware and network switches. Collaborative engagements with academic and research institutions further supported innovation and skill development. By strengthening relationships with both public and private sector clients, we are delivering sector-specific infrastructure solutions at scale.

## ESG Integration

Netweb made measurable progress in integrating ESG principles across our operations. We adopted best practices in energy efficiency and waste management, and significantly increased our focus on diversity and inclusion at all organisational levels. Governance was enhanced through the implementation of real-time ERP systems, which support compliance and oversight. An internal ESG committee was established to steer future initiatives and drive sustainability reporting, while new policies and frameworks were introduced to align with SEBI's ESG and BRSR guidelines.

## Future Readiness

To support sustainable and scalable growth, we have identified key governance priorities for FY2026. These include institutionalising ESG and BRSR compliance, enhancing cybersecurity and data governance, scaling internal controls, and adopting transparency-driven best practices to meet stakeholder expectations. These actions form the backbone of a future-ready enterprise.

## Vision for the Future

Netweb Technologies envisions becoming a leading global player in High-end Computing Solutions, grounded in Indian innovation and self-reliance. Over the coming years, we aim to sustain a 35–40% revenue CAGR, supported by disciplined execution and strong profitability. We are currently planning to expand our global footprint in high-end computing and invest in AI-native, energy-efficient platforms. We are actively exploring emerging technologies such as large language models (LLMs) and next-generation GenAI workloads, positioning ourselves at the forefront of innovation.

As India accelerates its journey toward becoming an AI superpower, Netweb is proud to contribute to this transformation by building the foundational infrastructure for inclusive progress, digital sovereignty, and national capability.

As we look to the future, I extend my sincere gratitude to our shareholders, employees, partners, and customers for their continued trust and support. Your unwavering belief in our vision empowers us to continually push the boundaries of technology and strive for new milestones. Thank you for being an essential part of our journey.

Together, we will continue to shape a future that is innovative, intelligent, and Indian.

Warm regards,

**Sanjay Lodha**
Chairman and Managing Director

Key Performance Highlights

# A LANDMARK YEAR OF INNOVATION-DRIVEN PERFORMANCE

## FINANCIAL HIGHLIGHTS

**₹11,490.2 MN**
Revenue from Operations
**58.7%** Y-O-Y ▲
Customers: Government (50.6%) vs Non-government (49.4%)

**₹1,600.1 MN**
Operating EBITDA
**56.1%** Y-O-Y ▲

**13.9%**
Operating EBITDA Margin

**₹1,539.7 MN**
PBT
**51.0%** Y-O-Y ▲

**13.3%**
PBT Margin

**₹1,144.8 MN**
PAT

**9.9%**
PAT Margin

**₹20.24**
Diluted EPS

**₹5,303.3 MN**
Net Worth

**₹275 MN**
Revenue – High-performance Storage (HPS/Enterprise Storage) Solutions Segment

**81%**
Repeat Revenue

**24.0%**
ROE

**₹373 MN**
Revenue – Data Centre Servers Segment

**₹39,714 MN**
Pipeline

**32.6%**
ROCE

**₹455 MN**
Revenue – Software and Services for HCS Offerings Segment

**₹3,628 MN**
L1

**₹(1,621.3) MN**
Net Debt

**₹3,273 MN**
Revenue – Customers from the Higher Education and Research Industry

**₹3,252 MN**
Order Book

**₹4,055 MN**
Revenue – High Performance Computing (Supercomputing / HPC) Systems Segment

**₹3,343 MN**
Revenue – Customers from the IT and ITES Industry

**₹1,621.3 MN**
Free Cash

**₹4,027 MN**
Revenue – Private Cloud and Hyperconverged Infrastructure (HCI) Segment

**₹1,713 MN**
Revenue – Customers from the Space and Defence Industry

**₹1,694 MN**
Revenue – AI Systems and Enterprise Workstations Segment

**₹3,102 MN**
Revenue – Customers from Other Enterprises

▲ Year-on-Year Growth

# OPERATIONAL HIGHLIGHTS

**500+**
Supercomputing Systems Installed

**5,000+**
Accelerator/GPU-based AI Systems and Enterprise Workstations

**50+**
Private Cloud and HCI Installations

**3**
Supercomputers Listed 15 Times in the World's Top 500 Supercomputers

**308**
Repeat Customers (FY2025) Associated for Over 5.6 Years Using FY16 as the Base

**Outstanding Growth — Data Centre and AI Group**
Award Received from Intel Corporation in Q2 FY2025

**Advanced "Make in India" Servers**
Unveiled in Q2 FY2025

**4.8 YEARS**
Average Top 10 Customer Age (FY2025) Using FY2016 as the Base

**9.79%**
Customer Accretion CAGR

**147**
New Clients Onboarded across Diverse Industries in FY2025

**State-of-the-art new manufacturing facility with the latest Surface Mount Technology (SMT)**
Commissioned in Faridabad in Q1 FY2025

**AMD "Make in India" Servers**
Launched in Q1 FY2025

**3**
Patents Filed in FY2025

**1**
Design Patent Awarded in March 2025

**Expanded Range of NVIDIA MGX Platform-Based Servers**
in Q3 FY2025

**Established a roadmap to design and develop AI GPU systems based on the cutting-edge NVIDIA Blackwell platform**
Under OEM Partnership with NVIDIA in Q3 FY2025; Expected to Launch in CY25E

**Skylus.ai**
A Plug-and-Play Platform for GPU-based AI Infrastructure Deployment, Launched in Q4 FY2025

**₹59.4 MN**
PLI Incentive Received for the Period from July 1, 2023, to March 31, 2024, in Total

**13**
Trademarks Registered

**9**
Design Patents Registered in Total

# BHARAT-FIRST. AI-FORWARD.

Guided by the “Make in India” vision and the “IndiaAI Mission”, Netweb is accelerating India’s path to tech self-reliance and global AI leadership. Anchored in its core strengths — HPC, Private Cloud, and AI Systems — the Company is well-placed to ride India’s AI momentum. Much like the Garuda Mudra, which signifies elevated perspective and sharp vision, Netweb charts a bold, future-focused path.



In FY2025, AI contributed 14.8% to Netweb’s revenue, growing 112% Y-O-Y. The launch of Skylus.ai underscores its agility in innovation, mirroring Garuda’s swift and purposeful flight, while in-house design capabilities power next-gen systems for enterprises and institutions. Its successful ₹59.4 million claim under PLI Scheme 2.0 for IT hardware highlights the impact of supportive policies on domestic manufacturing. As India aspires to build a sovereign AI cloud, Netweb’s deep expertise and infrastructure make it a vital contributor to nation’s vision. Rooted in purpose and reaching for strategic elevation, Netweb embodies the Garuda Mudra’s balance of strength and speed. With proven capabilities and a focused strategy, it continues to play a pivotal role in advancing India’s ambition to become the AI factory of the world.

Garuda Mudra represents speed and strategic foresight.

Business Model

# THE NETWEB ENGINE

## Resources Deployed

### Financial Capital

₹5,383 mn capital employed

### Manufactured Capital

- OEM for HCS with integrated design and manufacturing capabilities
- Cutting-edge manufacturing capabilities spread across 3 facilities
- Advanced manufacturing infrastructure, comprising H1, H2, and IMT, spread across 2,052.12 square metres
- State-of-the-art manufacturing facility with Surface Mount Technology (SMT) commissioned in FY2025

### Human Capital

- 238 technical professionals*
- 441 team members*
- ESOP benefits have been granted, amounting to approximately 1.61% of the total paid-up share capital

### Intellectual Capital

- Ongoing R&D investment to remain at the forefront of the tech industry and deliver advanced solutions in HPC, AI, Private Cloud, and HCI infrastructure
- 3 patents filed in FY2025
- 1 design patent awarded in March 2025
- 9 design patents registered in total
- 13 trademarks registered
- 25+ years of experience in developing HCS solutions

### Natural Capital

- 6,315.45 kL of water consumption
- 5,469.74 GJ electricity consumption
- 2,106 GJ fuel consumption

### Social and Relationship Capital

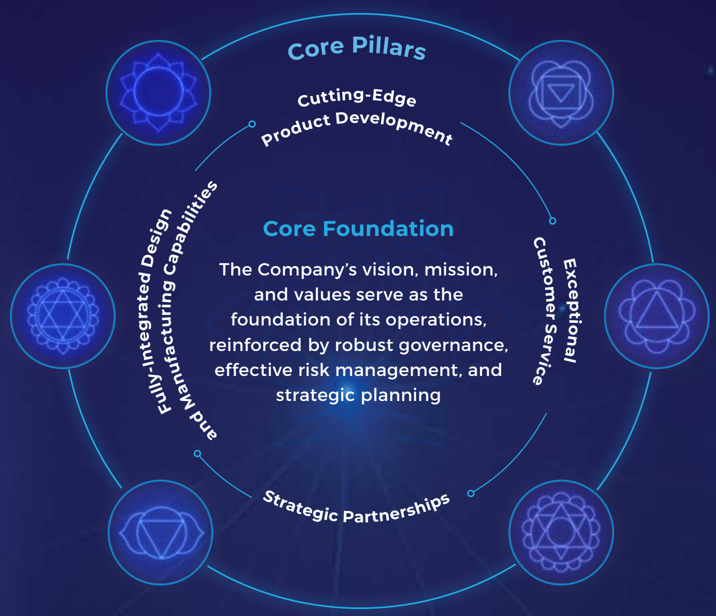
- Strategic partnerships with technology partners like NVIDIA, Intel, and AMD
- Long-term relationships with marquee customers across multiple industries
- ₹1.29 cr spent on CSR

*As on March 31, 2025

## Process of Value Creation

### Service Offerings

- HPC/ Supercomputing Systems
- Private Cloud and HCI
- AI and Enterprise Workstations
- High-Performance Storage Solutions
- Data Centre Server
- Software and Services for HCS Offerings
- Enterprise Grade Network Switches




#### Key Competencies

- Extensive expertise in system design and architecture, enabling scalable and high-performance solutions.
- Providing customised, cost-effective solutions that address the evolving challenges of modern enterprises.
- Fostering a culture of innovation and excellence aligned with the "Make in India" initiative.
- Seamless integration of design and manufacturing processes ensures superior quality, operational efficiency, and tailored solutions.
- Strong market insight and customer-centric approach enable swift adaptation to shifting industry dynamics.
- Strategic presence across high-growth sectors including IT, defence, and education, ensuring a well-diversified business portfolio.

#### Strategic Focus

- Ongoing focus on relentless innovation and R&D under the three growth pillars - HPC, AI, and Private Cloud.
- Expanding and deepening offerings in the rapidly evolving AI sector, in alignment with the national "IndiaAI Mission" to position India as the AI factory of the world; the launch of Skylus.ai in FY2025 is a significant step towards this vision.
- Engaging in strategic talent acquisition and long-term retention.
- Commitment to sustainable practices and crafting transformative solutions that address current challenges and anticipate future opportunities on a global level.





Netweb operates a strong, scalable business model centred around innovation and end-to-end technology solutions. By leveraging in-house expertise and proprietary technologies, the Company serves diverse industries with high-performance, reliable compute offerings. The Company's long-term client retention and growing customer base reflect its consistent focus on delivering superior value, quality, and service excellence.

## Outputs

A full-stack product and solution suite with comprehensive capabilities in designing, developing, implementing, and integrating High-end Computing Solutions

Installed 500+ supercomputing systems, 50+ Private Cloud and HCI, 5,000+ accelerator/GPU-based AI Systems and Enterprise Workstations, 3 supercomputers listed 15 times in the world's Top 500 Supercomputers

Generated **1,251.63 $MtCO_2e$** under Scope 1 and Scope 2 emissions

Set industry benchmarks, enabling digital transformation across various sectors

## Outcomes

### Financial Capital

| ₹11,490.2 mn | 13.9% | ₹1,144.8 mn | 24% | ₹5,303.3 mn |
|---|---|---|---|---|
| Revenue | EBITDA Margin | PAT | ROE | Net Worth |

### Manufactured Capital

- One of the few OEMs in India eligible for both the "IT Hardware" and "Telecom and Networking" PLI Schemes
- High Performance Computing (HPC) segment has grown at a CAGR of 57.90% (FY2022 to FY2025)
- Private Cloud and HCI segment has grown at a CAGR of 103.34% (FY2022 to FY2025)
- AI Systems and Enterprise Workstations segment has grown at a CAGR of 91.03% from FY2022 to FY2025
- High Performance Storage (HPS) segment has grown at a CAGR of 8.22% (FY2022 to FY2025)
- Data Centre Servers segment has grown at a CAGR of 15.67% (FY2022 to FY2025)
- Software and Services for HCS segment has grown at a CAGR of 87.52% (FY2022 to FY2025)

### Human Capital

- Strong employee satisfaction and retention
- Low attrition rate of 16%

### Intellectual Capital

- 3 Supercomputers listed 15 times in the world's Top 500 Supercomputers – AIRAWAT, Kabru, PARAM Yuva-II
- Launched Skylus.ai, Intel Emerald Rapids, as well as AMD EPYC-Genoa (a 4th-gen EPYC Processor) and AMD EPYC-Turin (a 5th-gen EPYC Processor) "Make in India" High-end Computing Servers
- Expanded its NVIDIA MGX platform-based server lineup, integrating Grace and GH200 Grace Hopper Superchips for both off-premises and on-premises AI cloud infrastructure
- Under its OEM partnership with NVIDIA, developing AI GPU systems based on the advanced NVIDIA Blackwell platform, with a planned launch by mid-CY2025E

### Natural Capital

- Water intensity per rupee of turnover recorded at 5.49 kL/₹ cr, reflecting steady operational scaling.
- Emissions intensity per rupee of turnover at 1.08 $MtCO_2e$/₹ cr, aligned with business growth during the year.

### Social and Relationship Capital

- Netweb's CSR initiatives champion education, promote good health and well-being, support sustainable livelihoods, and empower individuals, creating meaningful change and nurturing brighter futures across communities
- Customer accretion CAGR was 9.79% for FY2025, using FY2020 as the base year
- 308 Repeat Customers (FY2025) associated for over 5.6 years using FY2016 as the base year
- Nurtured enduring relationships with leading technology and industry experts

Growth Drivers

# SMART. SCALABLE. STRATEGIC.

Netweb's growth is underpinned by a robust order pipeline, enhanced design and manufacturing capabilities and expanding global reach. With rising demand for High-performance Computing, AI infrastructure, Private Cloud and HCI and Enterprise Storage, the Company's broadening product portfolio and strategic partnerships position it well to capture emerging opportunities and drive sustainable, long-term growth.

## STRONG TOPLINE VISIBILITY

**₹39,714 MN**
Pipeline*

**₹3,628 MN**
L1*

**₹3,252 MN**
Order Book

### Expanding Product Portfolio

Introduced Skylus.ai, a unified solution to set up a GPU-based AI infrastructure on the go.

Forayed into developing new product lines, viz., Network Switches.

On-premises AI Sovereign cloud for the demand of contemporary data and AI workloads.

Container Platforms replacing Virtualisation Platforms.

*Pipeline excludes L1, L1 excludes Order Book, all figures are as on March 31, 2025





### Enhanced Capabilities

State-of-the-art new manufacturing facility with the latest Surface Mount Technology (SMT) commissioned in May 2024.

AI-native appliances with built-in GPU resource abstraction using Skylus.ai.

Under Netweb's OEM partnership with NVIDIA, the Company has established a roadmap to design and develop AI GPU systems based on the world's most advanced NVIDIA Blackwell platform. This will solidify the Company's technological leadership in the AI domain.

Launched Skylus.ai, Intel Emerald Rapids, as well as AMD EPYC-Genoa (a 4th gen EPYC Processor) and AMD EPYC-Turin (a 5th gen EPYC Processor) "Make in India" High-end Computing Servers.

### Enhanced Opportunities

Rising investments in Generative AI infrastructure by the government and large enterprises, mainly to cater to the demand generated by indigenous LLMs.

Heavy adoption of Private Cloud across sectors.

Massive demand for high-end computing for booming in-bound data centres across India.

Foray into Europe and the Middle East, plan to initially set up service networks in 4 countries.

Lotus Mudra represents scalable growth and spiritual unfolding.

Key Investment Highlights

# AN INDIAN OEM: DRIVEN BY INNOVATION. POSITIONED FOR GROWTH

Netweb Technologies' robust foundation is built on a combination of technological expertise, strong operational capabilities, and a proven track record of growth. The following key investment highlights underscore the Company's leadership position in the high-end computing solutions (HCS) space and its readiness to capitalise on emerging opportunities in a dynamic, innovation-driven industry.

## India's leading Indian-origin owned and controlled OEM for HCS with integrated design and manufacturing capabilities

### Full stack of product and solution suite with comprehensive capabilities in designing, developing, implementing, and integrating HPC solutions

- Pre-compiled application stack
- End-user utilities
- Proprietary middleware solutions

### Deep expertise in system design and architecture

- Proprietary designs support cloud native capabilities
- Proprietary designs are designed to cater to evolving Indian needs

### Providing end-to-end solutions with fully integrated design and manufacturing capabilities, compliant with the "Make in India" policy

- **Design:** Design proprietary hardware, middleware stack, and related software solutions
- **Manufacture:** Manufacturing facility capable of producing 200+ server models, 50+ workstation models and 15+ storage systems
- **Deployment:** Deploy supercomputing infrastructure to meet the rising computational demands of customers

### End-to-end designing and production of the "Make in India" Server

- In-house expert design team
- Advanced technology integration
- Quality control measures
- Minimal failure rate
- Scalable production capacity
- 25+ years of expertise in the domain





## Operates in a rapidly evolving and technologically advanced industry with high entry barriers

Installed

| 500+ | 50+ | 5,000+ |
|---|---|---|
| HPC systems | private cloud and HCI | accelerator/GPU-based AI systems and enterprise workstations |

### Experience Gained in Evolving Projects

1. Setting up AI and deep learning labs at a government institute, a forensic workstation at a Government of India department, and a Big Data computing lab at a government institute
2. Installations of High-Performance Storage solutions for a fintech company to deliver 450 GBps throughput
3. Developing and building Supercomputing systems such as AIRAWAT, Agastya, PARAM Ambar, PARAM YUVA-II, and Kabru , of which AIRAWAT, Kabru, and PARAM Yuva-II have been listed 15 times in the world's Top 500 Supercomputers

### Our Capabilities

**Continuous R&D in**

- Manufacturing servers
- Supercomputing systems
- Containerised Application Solutions
- AI Infrastructure & GPU Computing
- Private Cloud and HCI
- High-performance Storage and Data Fabric

**Technical skill set**

- Kernel-level design
- Hardware product designs
- Fine-tuned PCB layouts
- Mix workload capabilities
- Dense architectures
- Repository of HPC-AI codes
- Data centre management and monitoring tools
- Indigenously developed private cloud suite
- Complete AI infrastructure for Sovereign AI cloud

### Industry Entry Barriers

**The increasing pace of technological advancement necessitates**

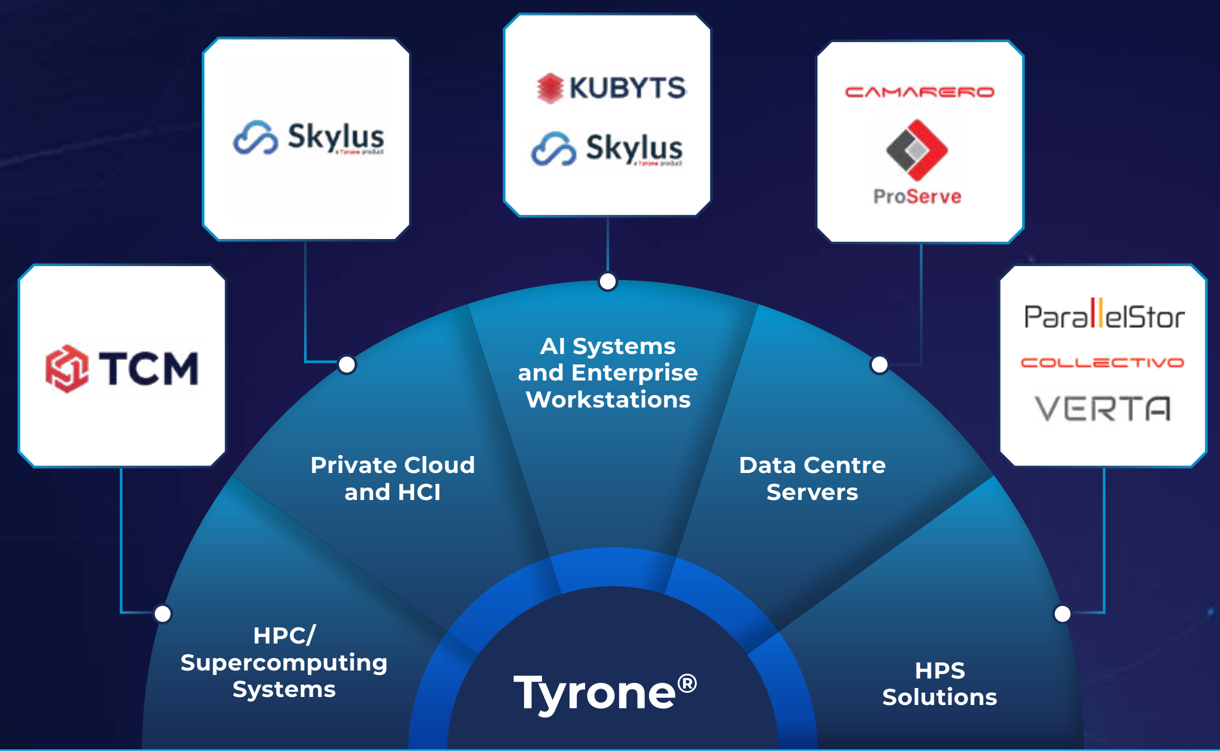
- Hardware, middleware, and application-level innovation
- Application optimisation
- Track record of customer service
- Fine-tuning of architectures
- High-performance Storage and Data Fabric

**Customisation and system-level adaptation demand:**

- Deep-rooted expertise in system architecture and design
- Proficiency across hardware, middleware, and orchestration layers
- The ability to translate complex workloads into optimised, fit-for-purpose systems
- A proven track record of handling large, domain-specific problem sets
- Strong in-house capabilities spanning R&D, PCB design, and full-system manufacturing

## R&D-fuelled Growth Across Umbrella Brands

Independently designed and developed innovative products, solutions, and services – engineered to solve real customer challenges and drive transformative outcomes.




## Long-standing Relationship with a Marquee and Diverse Customer Base

### Diverse Customer Base

Government and Defence

Educational Institutes

BFSI Clients

Others

**308**
REPEAT CUSTOMERS (FY25) ASSOCIATED FOR OVER 5.6 YEARS USING FY16 AS THE BASE

**4.8 YEARS**
AVERAGE TOP 10 CUSTOMER AGE (FY25) USING FY16 AS THE BASE

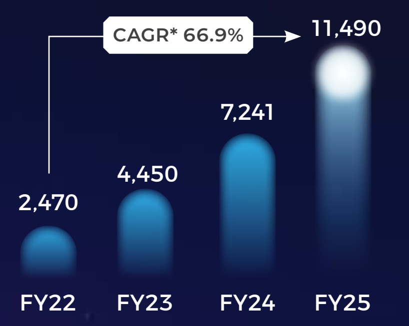
**9.79%**
CUSTOMER ACCRETION CAGR (FY16-FY25)



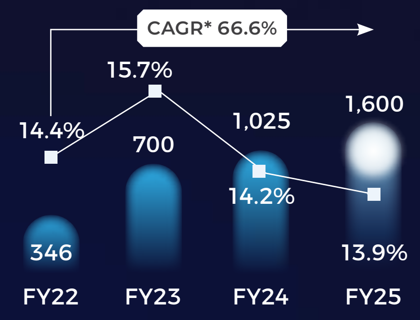


## Track Record of Financial Performance and Consistent Growth

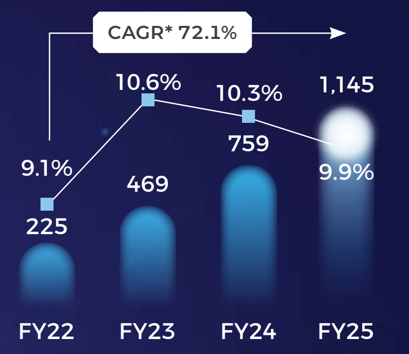
### Operating Income (₹ in mn)



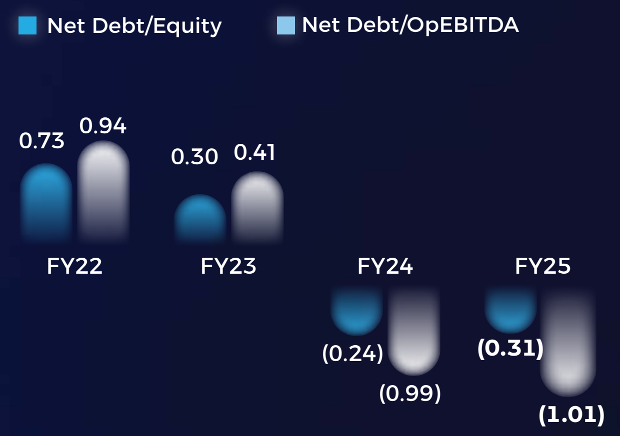

### Operating EBITDA (₹ in mn, % Margin)



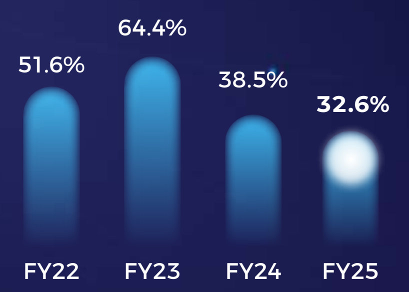

### PAT (₹ in mn, % Margin)



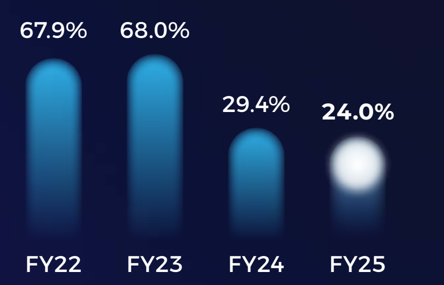

### Net Debt Ratios




### ROCE (%)




### ROE (%)




*CAGR is from FY22-FY25

## Experienced Board of Directors and Key Managerial Personnel

Netweb Technologies' leadership team brings deep expertise in high-end computing, AI, and cloud infrastructure. With decades of industry experience, they drive innovation, operational excellence, and strategic growth. Their collective vision and execution capabilities have positioned Netweb as a leading Indian original equipment manufacturer (OEM), delivering cutting-edge solutions across various industries.

# NEXT-GEN INNOVATION POWERED BY INTELLIGENCE

At Netweb Technologies, intelligent innovation is more than a vision – it is the Company's foundation. Reflecting the essence of the Vitarka Mudra, which signifies intellectual exchange, innovation through dialogue, and the flow of ideas, Netweb fosters a continuous cycle of research, learning, and refinement, mirroring the iterative nature of AI development and product evolution.

From AI-native systems and GPU-powered servers to sovereign AI clouds and container platforms, Netweb Technologies delivers future-ready solutions for enterprise, research, and government clients. Reflecting the Vitarka Mudra – a symbol of knowledge, dialogue, and empowerment – Netweb is committed to building intelligent systems that drive mission-critical impact and transformative change.

Its proprietary platforms support scalable, full-stack deployments tailored to diverse needs, rooted in a design philosophy of continuity and responsiveness. Like the unbroken flow of the Vitarka Mudra, each innovation contributes to a larger cycle of progress. With deep system architecture expertise and a research-led culture, bolstered by global partnerships such as with NVIDIA, Netweb is both shaping and responding to the future. These collaborations create a dynamic ecosystem of shared knowledge and purposeful innovation.

As India's leading OEM in high-end computing, Netweb is designing, developing, and deploying AI solutions from India to the world, embodying the Vitarka Mudra's essence of empowerment via insight and progress through continuous dialogue and strategic insight.

Vitarka Mudra symbolises empowerment through knowledge and innovation.

Netweb's HCS Offerings

# POWERING INDIA'S TECH INFRASTRUCTURE WITH INTELLIGENT HCS SOLUTIONS

Netweb is a leading technology solutions provider specialising in High-Performance Computing (Supercomputing/HPC) systems, Private Cloud and Hyperconverged Infrastructure (HCI), AI Systems and Enterprise Workstations, High Performance Storage (HPS/Enterprise Storage) solutions, Data Centre Servers, and Software and Services for HCS Offerings. This section provides an insight into the Company's fully integrated design and manufacturing capabilities.

## AI SYSTEMS AND ENTERPRISE WORKSTATIONS

The AI Systems and Enterprise Workstations segment caters to the specialised needs of supercomputing systems, addressing standalone parallel compute-intensive applications, emerging large language model (LLM) workloads, machine learning, deep learning, and supporting Computational Fluid Dynamics (CFD), Computer-Aided Manufacturing (CAM), and Computer-Aided Mechanical Design (CMD) applications. Netweb offers a portfolio of over 50 workstation models, each tailored to specific application requirements.

**The AI Systems and Enterprise Workstations Support Applications Like:**

- Machine Learning-Deep Learning
- Computational Fluid Dynamics, Computer-Aided Manufacturing, Computer-Aided Mechanical Design
- Generative AI
- Large Language Model, Small Language Model

### Artificial Intelligence: A Strategic Growth Driver

The Government of India's approval of over ₹103 billion under the "IndiaAI Mission" underscores the nation's commitment to building a future-ready and self-reliant AI ecosystem. Initiatives such as "Make AI in India" and "Make AI Work for India" are driving the development of indigenous Large Language Models (LLMs) and accelerating AI adoption across sectors. This policy-driven momentum is creating meaningful opportunities for innovation and growth across the technology landscape.

Netweb Technologies is strategically positioned to capitalise on the convergence of High-Performance Computing (HPC), Private Cloud, and Artificial Intelligence (AI) systems – three pillars that are increasingly interlinked in modern compute environments. With deep expertise across each of these domains, Netweb delivers integrated, scalable, and future-ready infrastructure solutions that address the evolving needs of enterprises, research institutions, and public sector organisations.

Its mixed-workload architecture seamlessly blends the power of HPC, the flexibility of private cloud, and the intelligence of AI platforms – enabling clients to run data-intensive simulations, AI inference, and cloud-native applications on a unified fabric. This synergy not only maximises infrastructure efficiency but also accelerates time-to-insight for next-generation workloads.


In FY2025, the AI segment emerged as a significant contributor to Netweb's growth, accounting for 14.8% of total revenue and registering an impressive 112.02% Y-O-Y increase. This strong performance reflects both the rising demand for AI solutions and Netweb's ability to deliver differentiated value to its clients.

*In line with its strategic focus on AI, Netweb launched Skylus.ai in FY2025 — a unified platform designed to facilitate the rapid deployment of GPU-based AI infrastructure. Skylus.ai enables organisations to optimise GPU resource management and streamline AI workload deployment, thereby accelerating time-to-value and enhancing operational efficiency.*

The introduction of Skylus.ai marks a key milestone in strengthening Netweb's leadership in AI system design and deployment. As India progresses toward becoming a global hub for AI innovation, Netweb remains committed to contributing to this national vision – driven by continuous innovation, deep technological expertise, and strategic investments in the AI ecosystem.

**₹1,694 MN**
Total Revenue in FY2025
**112.02%** Y-O-Y ▲

**14.8%**
Total Revenue Contribution in FY2025

**5,000+**
Accelerator/GPU-based AI Systems and Enterprise Workstations

**SKYLUS.AI**
Launched in FY2025

# HIGH-PERFORMANCE COMPUTING (SUPERCOMPUTING/ HPC) SYSTEMS

Netweb is India's foremost manufacturer of Supercomputing Systems, recognised for its bespoke high-performance computing (HPC) solutions that deliver exceptional power and efficiency, with simplified cluster deployment and cluster management. The Company serves a broad spectrum of clients, including leading academic and research institutions such as the Indian Institutes of Technology (IITs) and the NMDC Data Centre. Netweb has been instrumental in the design, development, and deployment of some of the most advanced and powerful supercomputing systems in the country.

### The HPC Solutions Deployed Include:

- AIRAWAT
- PARAM Ambar
- PARAM Yuva-II
- Kabru
- Agastya

## Key Highlights

### Market Presence

Netweb ranks among the leading original equipment manufacturers (OEMs) in India, with a track record of over 500 High-Performance Computing (HPC) installations nationwide.

### Technology Capability

Leveraging its proprietary Tyrone Cluster Management (TCM) suite, Netweb has successfully deployed a wide range of Supercomputing systems – from 10-node configurations to 400-node clusters – with scalability extending up to 1,000 nodes.

### Mixed Workload Architecture

Recognising the convergence of HPC, AI, Big Data, and Virtual Desktop Infrastructure (VDI), Netweb has engineered a flexible mixed-workload architecture. This advanced framework includes:

- BareMetal HPC systems, designed for compute-intensive simulations
- BareMetal GPU platforms optimised for AI and deep learning workloads
- Virtualised environments tailored for VDI and multi-user use cases

PARAM Yuva-II and AIRAWAT are among India's fastest and largest hybrid supercomputers.

### Market Traction

The Indian High-Performance Computing (HPC) market is projected to grow from $413 million in FY2020 to an estimated $644 million by FY2025. It is forecasted to reach $919 million by 2029, with a compound annual growth rate (CAGR) of 9.3%.

The strong and consistent growth in both HPC installations and revenue underscores Netweb's strong market position and the increasing demand for high-performance computing solutions in India.

### Revenue Performance

The Company has delivered robust financial growth, recording a revenue of ₹4,055 million in FY2025, compared to ₹2,624 million in FY2024 (a Y-O-Y growth of 54.54%).





**₹4,055 MN**

Total Revenue in FY2025

**54.54%** Y-O-Y

**35%**

Total Revenue Contribution in FY2025

**500+**

Supercomputing Systems Installed

**3**

Supercomputers Listed 15 Times in the World's Top 500 Supercomputers

# PRIVATE CLOUD AND HYPERCONVERGED INFRASTRUCTURE (HCI)

Netweb's Private Cloud and Hyper-Converged Infrastructure (HCI) offerings provide integrated, hyper-converged capabilities by combining compute, storage, and networking into a unified solution. These systems are designed to support the deployment of private and hybrid cloud environments, cloud-native storage, and cloud management tools, enabling enterprises to achieve scalability, efficiency, and agility.

Netweb's integrated approach to private cloud and HCI continues to drive performance and adoption, positioning the Company as a key enabler in India's rapidly growing cloud infrastructure ecosystem.

### The Private Cloud and HCI Range of Offerings includes:

- Private Cloud
- Hybrid Cloud
- Cloud Native Storage
- Cloud Management Tools
- HCI

## Key Highlights

### Market Position

Netweb has established a strong presence in this segment with installations across more than 50 private cloud and HCI deployments.

### Revenue Performance

The segment has demonstrated strong revenue growth, increasing from ₹2,644 million in FY2024 to ₹4,027 million in FY2025 (a Y-O-Y growth of 51.16%).

This upward trajectory highlights the success of Netweb's strategic focus on delivering bespoke hardware and software solutions tailored to the evolving needs of enterprise cloud infrastructure.

**₹4,027 MN**

Total Revenue in FY2025

**51.16%** Y-O-Y

**35%**

Total Revenue Contribution in FY2025

# HIGH-PERFORMANCE STORAGE (HPS/ENTERPRISE STORAGE) SOLUTIONS

Netweb's High-Performance Storage (HPS) segment is dedicated to delivering advanced storage solutions that address the demanding data requirements of enterprise computing. The Company's comprehensive portfolio includes high-throughput and high-IOPs storage systems designed to ensure performance, reliability, and scalability across varied workloads.

### The HPS Range of Offerings includes:

- Unified Storage Solution
- Parallel File System Storage
- Cloud-native Storage Architectures
- Surveillance and Object Storage Systems

## Key Highlights

### Technological Capability

Netweb's HPS solutions are engineered for seamless integration into both private and public cloud environments. These systems are designed with no single point of failure, support high availability, and offer scalability up to exabyte-level capacities.

### Performance

The storage architecture supports up to 10 million IOPs and 100 GBps throughput, with the potential to scale up to 450 GBps. System designs are capable of accommodating up to 1,000 petabytes, making them ideal for data-intensive enterprise applications.

### Compliance

All solutions are developed in-house and fully comply with the Government of India's "Make in India" initiative, reinforcing Netweb's commitment to indigenous innovation.

### Client Deployments

Netweb's HPS systems have been successfully implemented at leading institutions, including Graviton, A.P.T. Portfolio, and the Institute of Nano Science and Technology (INST), Mohali, demonstrating the segment's strong market relevance.

### Revenue Performance

The segment recorded a revenue of ₹275 million in FY2025, down from ₹339 million in FY2024. Although there was a slowdown in growth, demand for resilient storage solutions remains stable within the Company's broader portfolio.

**₹275 MN**

Total Revenue in FY2025

**(18.88)% Y-O-Y**

**3%**

Total Revenue Contribution in FY2025

# DATA CENTRE SERVERS

Netweb's Data Centre Servers segment addresses a broad spectrum of customer requirements through advanced server solutions engineered for low latency, optimal physical space utilisation, and dense computing. The Company's robust portfolio features over 200 dual-processor server models under the Tyrone CAMARERO brand, supporting configurations of up to 6 TB of DDR5 memory, the latest 4th-Gen AMD EPYC™ processors, offering up to 256 cores for exceptional computational performance, as well as Tyrone ProServe, which is Netweb's advanced data centre management solution.

Tyrone ProServe offers a single-pane view for complete infrastructure visibility and control. From facility-level metrics to detailed rack and server insights, it enables IT teams to monitor power, performance, thermal profiles, and hardware health. With intelligent alerts, customisable dashboards, and seamless enterprise integration, it enhances operational efficiency and supports data-driven decision-making at scale.





These AI-powered servers are designed to facilitate intelligent and efficient data processing and storage, thereby simplifying infrastructure management while enhancing operational agility.

Netweb continues to strengthen its leadership in the data centre space by combining technological innovation with deep domain expertise and a customer-centric approach.

### The Data Centre Server Range of Offerings includes:

- 1U Server
- 2U Server
- All-Flash NVME
- 4U 8 Node Server
- GPU Server
- Storage Server

## Key Highlights

### Technological Edge

Dual-processor configurations support simultaneous operations, complemented by low rack space consumption, high in-built storage capacity (scalable up to 1 petabyte), and high energy efficiency – ideal for modern data centre environments.

### Compact Design

Space-efficient form factors ensure minimal rack usage, helping customers optimise infrastructure footprints.

### Energy Efficiency

Designed to meet sustainability goals with optimised power consumption.

### Scalability and Performance

Broad compatibility with accelerators and GPUs ensures exceptional computational capability for data-intensive applications.

### Compliance

All products are designed and manufactured in alignment with the Government of India's "Make in India" initiative, reinforcing Netweb's commitment to domestic value creation.

### Client Installations

Successfully deployed at prestigious institutions, including IITs, Jawaharlal Nehru University (JNU), and HL Mando, demonstrating strong market acceptance.

### Revenue Growth

The segment recorded a revenue increase, growing from ₹337 million in FY2024 to ₹373 million in FY2025 – a Y-O-Y growth of 10.68%.

**₹373 MN**

Total Revenue in FY2025

**10.68%** Y-O-Y

**3%**

Total Revenue Contribution in FY2025

**AMD "MAKE IN INDIA" SERVER**

Launched in FY2025

# SOFTWARE AND SERVICES FOR HYBRID CLOUD SOLUTIONS (HCS) OFFERINGS

Netweb's Software and Services for Hybrid Cloud Solutions (HCS) segment delivers a robust private cloud software stack designed to manage highly complex, distributed workloads. The offerings are tailored to support data-intensive applications and big data environments, enabling enterprises to operate with enhanced agility and scalability.

### The Software and Service for HCS Range of Offerings includes:

- Designing
- Application Migration
- Virtual Machine Migration
- Application Porting Services

## Key Highlights

**Technological Edge**

Netweb's proprietary private cloud software stack is purpose-built to support sophisticated workloads across 5G enterprise cloud, 5G edge computing, private 5G networks, and enterprise IT environments.

**Big Data Capabilities**

The solutions leverage Netweb's dense Tyrone CAMARERO systems, integrated with the Tyrone Cluster Management Suite and the Tyrone COLLECTIVO family of specialised storage systems – optimised for high-performance data management.

**Client Deployments**

Successfully implemented at marquee institutions, including the NMDC Data Centre and Graviton, showcasing the scalability and effectiveness of the solution in mission-critical environments.

**Revenue Growth**

The segment experienced exponential revenue growth, increasing from ₹176 million in FY2024 to ₹455 million in FY2025, representing a remarkable Y-O-Y growth of 158.52%.

**₹455 MN**

Total Revenue in FY2025

**158.52% Y-O-Y**

**4%**

Total Revenue Contribution in FY2025

## NETWORK SWITCHES

Network switch infrastructure is critical to high-performance solutions, such as HPC, HCS, and HCI. As computing environments become denser and increasingly microservices-driven, network switch performance and efficiency are playing a central role in overall system effectiveness, gaining prominence within the broader technology stack.

Launched in H2 FY2024, Netweb offers a growing range of "Make in India" network switches, designed to meet the evolving demands of modern workloads. The Company remains committed to expanding this portfolio, ensuring the delivery of high-performance, scalable, and optimised networking solutions tailored to customer needs.

**The Network Switches range of offerings includes:**

- 10G Ports
- 25G Ports
- 40G Ports
- 100G Ports
- 400G Ports

### Key Highlights

**Netweb SONiC**

- Ideal for top-of-the-rack deployment
- Enables seamless integration with open-source and commercial Network Operating Systems (NOS)

**₹123 MN**

Total Revenue in FY2025

**273% Y-O-Y**

**1%**

Total Revenue contribution in FY2025

## SUSTAINED MOMENTUM AND A PROMISING OUTLOOK

Netweb continues to excel across core segments, driven by innovation, quality, and customer-centric solutions. Strategic partnerships, strong R&D, and steady market expansion reinforce its leadership in high-performance technology.

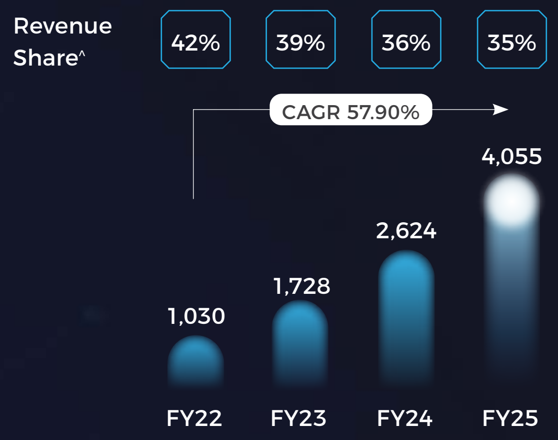
With a diverse portfolio, spanning High-Performance Computing, Private Cloud, HCI, and AI Systems, and robust revenue growth, Netweb is well-positioned to tap emerging opportunities and accelerate digital transformation across sectors, shaping India's tech future.



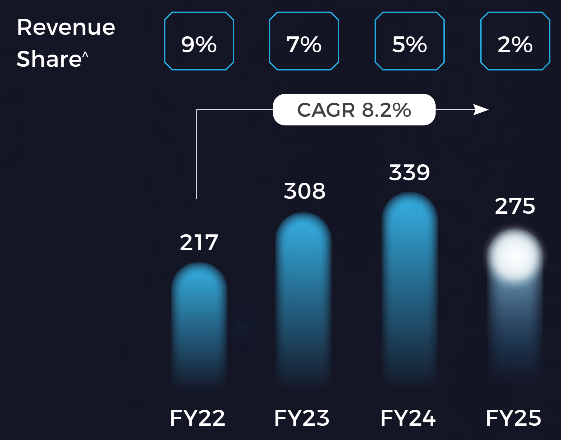


## FY2025 REVENUE BREAKDOWN BY HCS OFFERINGS (₹ IN MILLION)

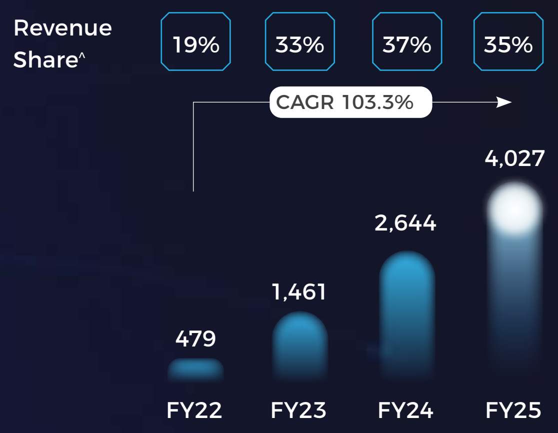
### High-Performance Computing (Supercomputing/HPC) Systems



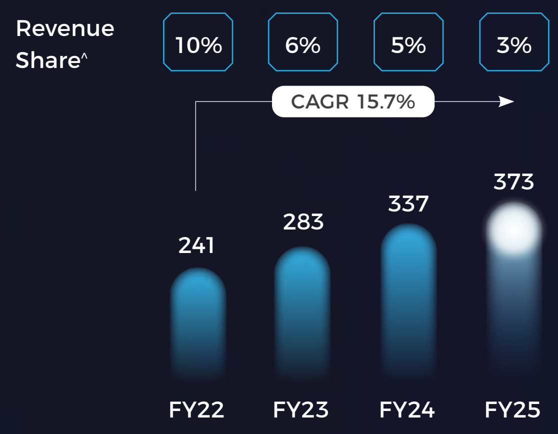

### High-Performance Storage (HPS/ Enterprise Storage) Solutions



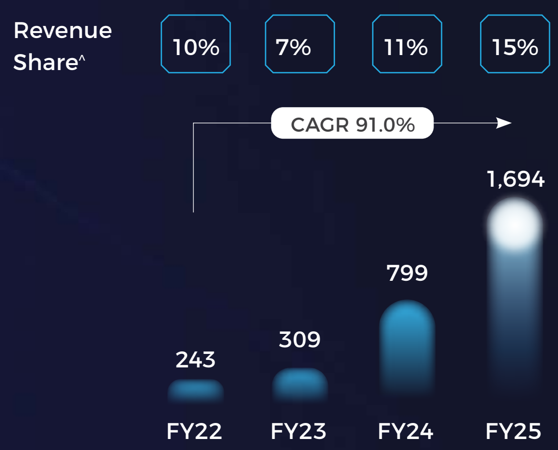

### Private Cloud and Hyperconverged Infrastructure (HCI)



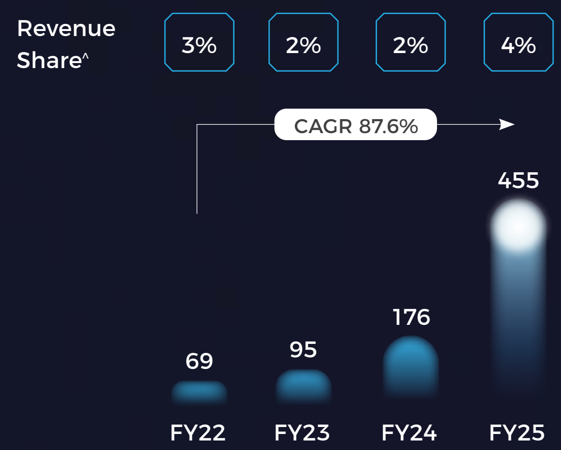

### Data Centre Servers




### AI Systems and Enterprise Workstations




### Software and Services for HCS Offerings




Note: ^% share of revenue from operations excludes other operating revenue

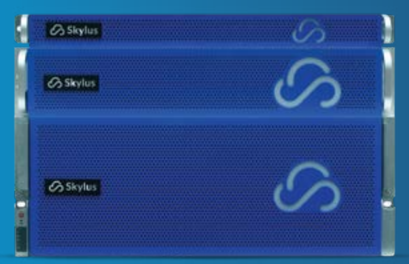
Netweb's Brands

# THE NETWEB STACK: ONE VISION. MANY INNOVATIONS.

Netweb's High-end Computing Solutions (HCS) suite features a robust portfolio of specialised brands tailored to meet the demands of modern enterprises.

## HIGH-PERFORMANCE COMPUTING (HPC) SYSTEMS

Tyrone Cluster Manager (TCM) is a suite that helps simplify cluster development and management at HPC data centres.




## PRIVATE CLOUD AND HYPERCONVERGED INFRASTRUCTURE (HCI)

Skylus is a Private Cloud solution with hyperconverged capabilities – combining compute, storage, and networks. It is like a "Private Cloud and HCI in a box".

## AI SYSTEMS AND ENTERPRISE WORKSTATIONS

Tyrone Kubyts™ is a curated catalogue of GPUs and CPUs accelerated container applications and images for Deep Learning, Machine Learning, and Software.

Skylus.ai is a unified layer for GPU resource management, application orchestration, and workload provisioning.





## HIGH-PERFORMANCE STORAGE (HPS) SOLUTIONS

Provides a centralised, scalable, and resilient platform for business-critical data, offering unified storage, high IOPs capability, exabyte-level scalability, and parallel file system support for demanding enterprise workloads.

### Unified Storage

Tyrone® VERTA is a range of Unified Storage Solutions providing flexibility and high performance.


### Unified Block

Tyrone Opslag™ UB block storage is used for structured data and is commonly deployed in SAN (Storage Area Network) systems.

### Archival and Surveillance

COLLECTIVO® is a parallel file system that assists in meeting archival and storage requirements.

### Parallel File System

ParallelStor is a hyperscale storage solution that supports file and object access, ensures throughput and latency, and manages large volumes of small files with ease.

ParallelStor

## DATA CENTRE SERVER

CAMARERO® is a dual/multi-processor server that supports an organisation's Data Centre strategy for running a modern workload.

Tyrone ProServe is an advanced Unified Data Centre Management solution, offering centralised infrastructure visibility, intelligent monitoring, and enhanced operational efficiency.

Customers

# POWERING INDIA'S VITAL INSTITUTIONS AND ENTERPRISES

Netweb serves a distinguished clientele across diverse sectors, including information technology (IT), IT-enabled services (ITES), media and entertainment, banking, financial services, and insurance (BFSI), as well as national data centres, government bodies, and organisations in the defence sector, educational institutions, and research organisations. These collaborations encompass endeavours in information technology, electronics research and development, and supercomputing.

## MULTI-SECTOR CLIENT COVERAGE

### Government and Defence

### Educational Institutes

### BFSI Clients

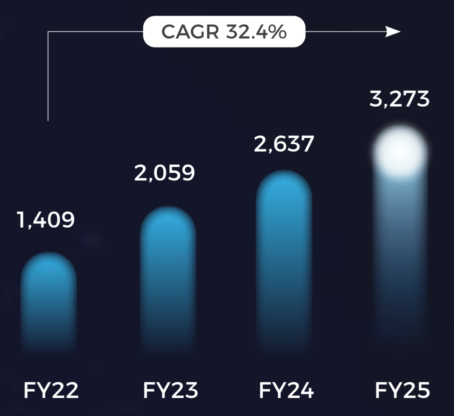
### Other Enterprises (includes IT and ITES, Media and Entertainment, Telecom, Cloud Services, etc.)



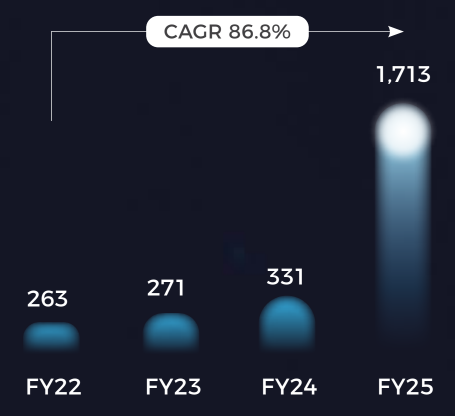


## REVENUE BREAKDOWN BY APPLICATION INDUSTRY FOR FY2025 (₹ IN MILLION)

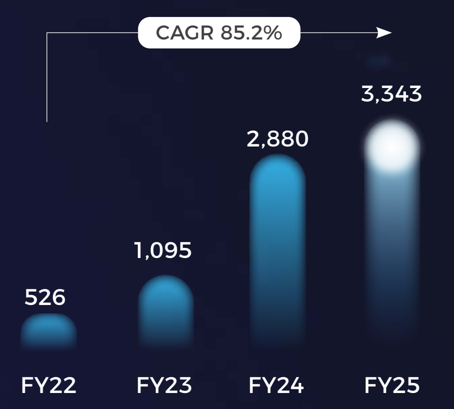
### Higher Education and Research



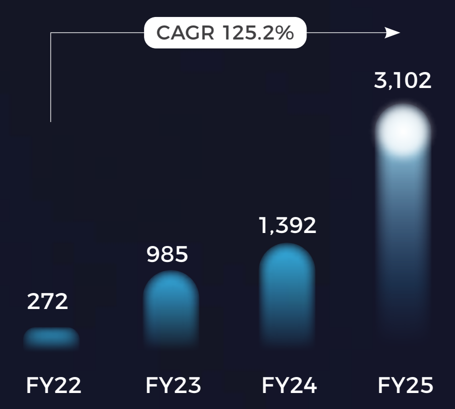

### Space and Defence



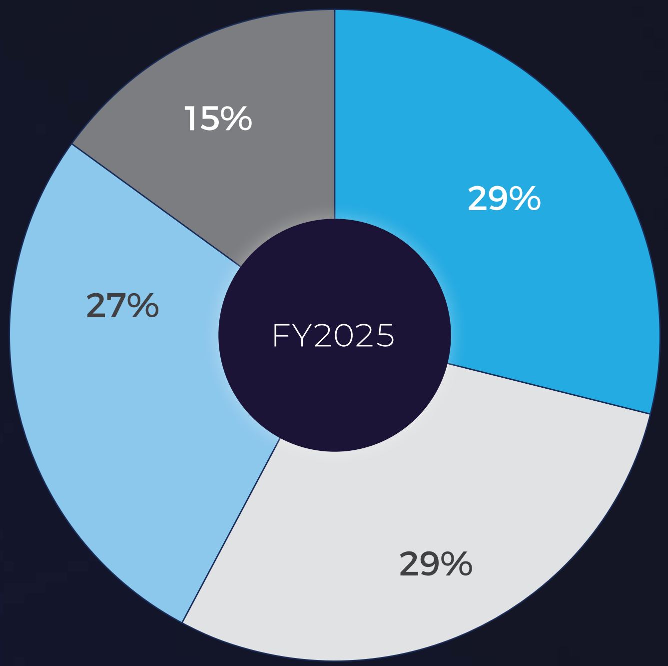

### IT and ITES




### Other Enterprises (includes BFSI, Media and Entertainment, etc.)



## Segment-Wise Contribution to Revenue

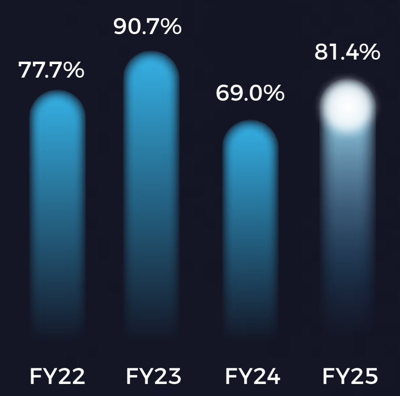



- Higher Education and Research
- Information Techonology and information Techonology Enabled Services
- Other Enterprises
- Space and Defence

**Segment-Wise Contribution to Revenue**

## REPEAT CUSTOMERS

### Revenue* from Repeat Customers




*As a % of Revenue from Operations, excludes other Operating Revenue

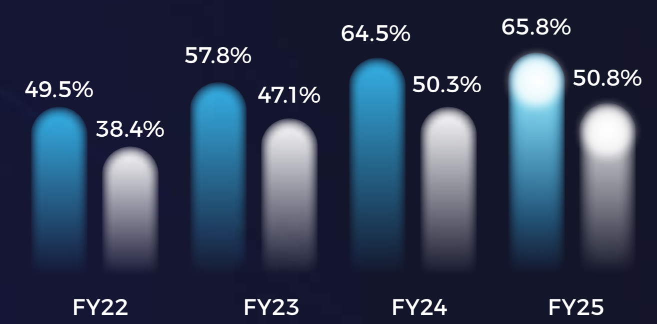
**308**

Repeat Customers (FY2025) Associated for Over **5.6 years** Using FY2016 as the Base

**4.8 YEARS**

Average Top 10 Customer Age (FY2025) Using FY2016 as the Base

## CUSTOMER CONCENTRATION*




*As a % of Revenue from Operations, excludes other operating revenue

**9.79%**

Customer Accretion CAGR (FY2020-FY2025)

**147**

New Clients Onboarded across Diverse Industries in FY2025





ESG Initiatives

# DRIVEN BY RESPONSIBILITY AND PURPOSE

Netweb continues to take measurable steps to embed ESG principles across its operations, reinforcing its commitment to sustainable growth, social impact, and ethical business practices. In FY2025, the Company strengthened its governance by establishing an internal ESG Committee to steer future initiatives and reporting, and by implementing key policies aligned with SEBI's ESG guidelines.

Current ESG priorities include responsible waste management, promoting diversity and inclusion in hiring and leadership, and strengthening governance frameworks. Through these focused efforts and a commitment to transparency, Netweb aims to deliver long-term value while positively impacting the environment and society.

## ENVIRONMENTAL STEWARDSHIP

Netweb is committed to reducing its environmental footprint through targeted, measurable actions. The Company aims to source 5% of total energy from renewables and recycle 50% of solid waste by 2030, aligning with its broader strategy to lower greenhouse gas (GHG) emissions by prioritising low-carbon materials.

As part of its ongoing climate action plan, Netweb also focuses on minimising waste and responsible disposal, underscoring its dedication to environmental responsibility.

### Waste Management

With rapid tech advancements driving e-waste concerns, Netweb remains fully compliant with all e-waste regulations. Upholding its Extended Producer Responsibility (EPR), the Company has implemented a comprehensive framework integrated across operations to ensure strict adherence to approved EPR plans. These initiatives are integrated across various aspects of Netweb's operations and include:

**RoHS Compliance:** Netweb ensures that all raw materials and components used in manufacturing strictly comply with RoHS (Restriction of Hazardous Substances) standards, minimising environmental impact.

**Partnerships with Authorised Recyclers:** In collaboration with **3R Recycler,** a leading authorised e-waste recycler, Netweb manages the collection, channelisation, and eco-friendly disposal of customer e-waste in full compliance with regulations. Over 40 collection points have been established nationwide to facilitate easy disposal.

**Documentation and Reporting:** Netweb maintains detailed records and submits returns as per EPR plan guidelines, ensuring transparency, traceability, and accountability in all e-waste management practices.

**6,315.44 KL**

Water Consumption

**5,469.74 GJ**

Electricity Consumption

**2,106 GJ**

Fuel Consumption

**1,251.63 MTCO$_2$E**

Generated under Scope 1 and Scope 2 Emissions

**40**

Designated E-waste Collection Points Pan-India

# SOCIAL RESPONSIBILITY AND INCLUSION

## Employees

### Diversity and Inclusion

- Committed to building a diverse, inclusive, and empowering workplace.
- Targeting over 25% women's representation by 2030 to promote gender equity and inclusive growth.

### Employee Well-being and Culture

- Expanded health, wellness, and safety programmes across locations in FY2025.
- Fostered a collaborative environment through internal tech forums and team-led innovation.

### Learning and Development

- Introduced structured learning and development programmes.
- Preparing to launch an AI-powered internal learning platform to support upskilling and capacity building.
- Currently redesigning the learning and upskilling framework to align with evolving roles and technologies.

### Employee Engagement and Recognition

- Strengthened engagement through regular pulse surveys and Employee Net Promoter Score (eNPS) to capture feedback and drive continuous improvement.
- Launched employee recognition programmes celebrating innovation, excellence, and contributions across functions.

### Building a People-first Workplace

- Recognised as a leading employer in key regions of operation, driven by a strong focus on personal growth and workplace well-being.

### Rewards and Compliance

- Expanded the ESOP plan as part of long-term talent engagement and reward strategy.
- Fully compliant with labour laws and committed to equal opportunity employment, ensuring fairness, respect, and equal treatment for all.

## Customers

### Customer-centric Approach

- Netweb is deeply committed to customer centricity, delivering sustainable, cost-effective solutions that address key customer challenges.

### Innovation and R&D

- Dedicated R&D and innovation labs develop products tailored to the evolving needs of the industry.

### End-to-End Engineering

- The Company offers a full-stack engineering approach — including server and system design, hardware manufacturing, middleware integration, and solution deployment — ensuring each product is purpose-built for customer success.

### Digital Customer Experience

- A self-service portal is under development to enhance transparency, enable real-time performance monitoring, and improve support services.

**441**
Total Workforce

**238**
Technical Professionals

**79**
Employees Onboarded in FY2025

## STRUCTURED LEARNING AND DEVELOPMENT PROGRAMMES

Introduced for Employees

## AI-POWERED INTERNAL LEARNING PLATFORM

Introduced to Support Continuous Upskilling and Capability-building

## DEDICATED CUSTOMER PORTAL

Currently under Development

# GOVERNANCE FRAMEWORK

At Netweb Technologies, trust, integrity, transparency, and professional service form the foundation of its governance framework.

### ESG Governance and Ethical Leadership

The Board of Directors, comprising experienced professionals from diverse backgrounds, is committed to responsible growth through ethical guidance, strategic oversight, and long-term value creation. Regular meetings ensure effective risk management, performance monitoring, and strategic alignment.

A robust Code of Conduct promotes integrity and accountability, supported by a secure vigil mechanism with escalation to the Audit Committee Chair in exceptional cases.

### Compliance, Risk Management, and Continuous Improvement

Netweb's integrated compliance and risk management framework ensures proactive risk mitigation and informed decision-making. Regular updates to governance systems reflect evolving regulations and business needs, reinforcing the Company's commitment to continuous improvement and responsible stewardship.

### Technology-Driven Governance and ESG Integration

In FY2025, Netweb enhanced its governance capabilities with real-time Enterprise Resource Planning (ERP) systems, improving transparency, compliance, and risk oversight.

An internal ESG Committee was also formed to further embed sustainability into operations and ensure aligned, transparent reporting.

Corporate Social Responsibility

# EMPOWERING INDIA: NETWEB'S CSR INITIATIVES

At Netweb, CSR is integral to its mission of driving inclusive progress and technological empowerment. Aligned with the national vision of Viksit Bharat @ 2047, the Company is committed to building a self-reliant, resilient India.

Guided by its FY2025 CSR theme – "Effecting Positive Changes" – Netweb focused on creating transformative impact through initiatives in education, healthcare, sustainable livelihoods, and community empowerment, fostering lasting change across diverse communities.

## coVeda Aha! (Chandigarh)

Netweb has partnered with coVeda Integral Community to support "Aha!", a holistic education programme for 25-35 children from economically disadvantaged families, primarily of migrant and farm labourers. The initiative offers academic support, nutritious meals, physical activity, mindfulness training, and life skills development. Netweb funds facilitators, educational resources, and workshops, equipping students with a strong academic and emotional foundation.

## Project Badlaav (Choti Si Asha)

Through Project Badlaav, Netweb empowers underprivileged youth with academic mentoring, life skills, and real-world exposure to nurture confident, resilient changemakers. The programme offers customised tutoring, emotional well-being sessions, and skill clubs. Netweb contributed 100+ books to the library, making Reading Clubs and vocabulary journals part of daily routines. Students also engaged in city tours, treks, chess, and storytelling to enhance confidence and perspective.

## Climate Smart Agriculture and Women Farmer Development (Gujarat)

In collaboration with the National Council for Climate Change, Sustainable Development and Public Leadership (NCCSD), Netweb supports over 2,760 women farmers through multi-phase training in financial literacy, market access, and agri-entrepreneurship.

Across Gujarat, Netweb has helped small farmers boost productivity and reduce environmental impact through drone-assisted farming and climate-resilient crop practices. These efforts advance UN SDGs 2, 5, 8, 12, and 13, driving inclusive rural prosperity and innovation.

## Summer School Programme in Science and Mathematics by the Society for Promotion of Science & Technology in India

Netweb proudly sponsored the Prerna 2024 Summer School at DAV Public School, Ballabhgarh, and Shirdi Sai Baba School, Faridabad, organised by SPSTI. The programme benefited 90 students (Grades 9-12) from six schools in Haryana, fostering STEM learning, scientific inquiry, and personality development. Activities included core science sessions, hands-on experiments, sky-gazing, and visits to THSTI Faridabad and the National Science Centre, Delhi. Academic performance improved by 30–40% based on post-camp assessments.

## Anmish and Netweb: A Shared Pursuit of Excellence

Netweb proudly supported the exceptional achievement of mountaineer Anmish Varma, who set a new world record for the fastest summitting of the Volcanic Seven Summits – Ojos del Salado (South America), Kilimanjaro (Africa), Mount Elbrus (Europe), Pico de Orizaba (North America), Damavand (Asia), Mount Giluwe (Oceania), and Mount Sidley (Antarctica) – in 91 days, breaking the previous record of 183 days.

This support for extraordinary human achievement reflects Netweb's commitment to impactful CSR and aligns with its ethos of pushing boundaries and fostering global connections.

## Cultivating Curiosity, Excellence, and Innovation Through Education

### Sankhaya Educational Society

Netweb supports Sankhaya Educational Society's mission to promote digital literacy and STEM education by providing infrastructure and training assistance to underserved students.

### IIT Initiatives

In collaboration with IIT-linked programmes, Netweb contributes computing resources and mentorship to foster innovation, research, and AI skill development.

### Sanskriti Society for Education

Netweb partners with the Sanskriti Society for Education to enable access to quality education through digital tools and capacity-building programmes in rural areas.

### Saraswati Vedic Sanstha

Netweb continues its endeavour of aiding Saraswati Vedic Sanstha in preserving traditional knowledge while integrating modern technology for educational upliftment.

### Jivan Jyot Foundation

Netweb collaborates with Jivan Jyot Foundation to empower marginalised communities through vocational training, computer literacy, and career enablement.

# VISIONARIES BEHIND THE MOMENTUM

## BOARD OF DIRECTORS

**Mr. Sanjay Lodha**
Chairman and Managing Director

- Founded M/s Netweb Technologies in 1996, which was acquired by Netweb Technologies India Limited in August 2016
- Has spearheaded the Strategy and Business Development function of the Company since 2016
- Currently serves as the Vice President of the Manufacturers Association of Information Technology (MAIT)
- Served on Intel's Board of Advisors (2020 & 2022)
- BA (Honours) in Economics from the University of Delhi and PG Diploma in Business Management from the Apeejay School of Marketing, New Delhi

**Mr. Vivek Lodha**
Whole-Time Director

- Associated with the Company as a Director since April 13, 2015
- Leads the East Zone of Netweb Technologies India Limited's Sales and Marketing department
- 25+ years of experience in Sales and Marketing
- Bachelor's degree in Commerce from Shaheed Bhagat Singh College, University of Delhi
- Associated with M/s Netweb Technologies from 2008 until its acquisition by the Company in August 2016

**Mr. Navin Lodha**
Whole-Time Director

- Associated with the Company as a Director since September 22, 1999
- Leads the West Zone of Netweb Technologies India Limited's Sales and Marketing department
- 25+ years of experience in Sales and Marketing
- Bachelor's degree in Commerce from Shaheed Bhagat Singh College, University of Delhi
- Associated with M/s Netweb Technologies from 2008 until its acquisition by the Company in August 2016

**Mr. Niraj Lodha**
Whole-Time Director

- Associated with the Company as a Director since April 13, 2015
- Leads the South Zone of Netweb Technologies India Limited's Sales and Marketing department
- 25+ years of experience in Sales and Marketing
- Bachelor's degree in Commerce from Deshbandhu College (Evening), University of Delhi, now known as Ramanujan College
- Associated with M/s Netweb Technologies from 2008 until its acquisition by the Company in August 2016





**Mr. Mrutyunjay Mahapatra**
Independent and Non-Executive Director

- Serving as an Independent Director of Netweb Technologies India Limited since February 23, 2023
- 40+ years of experience in senior leadership positions in General Management and diverse areas of IT, Innovation, Strategy, Decision Support Systems, Corporate Banking, International Banking, Syndications and Personnel Management in the Banking Sector. Is also an eminent orator in the Banking and Finance industries, and a regular columnist in leading economic publications.
- Bachelor's and master's degrees in Physics from Berhampur University.

**Mrs. Romi Jatta**
Independent and Non-Executive Director

- Serving as an Independent Director of Netweb Technologies India Limited since February 23, 2023
- 24+ years of industry experience
- Bachelor's degree in Engineering (Electronics) from the University of Pune
- Currently serves as the Chief Procurement Officer at Usha India Limited

**Mr. Jasjeet Singh Bagla**
Independent and Non-Executive Director

- Serving as an Independent Director of Netweb Technologies India Limited since February 23, 2023
- 25+ years of experience in Research and Academia
- Bachelor's and a master's degree in Science from the University of Delhi, and earned a Ph.D. in Physics from the University of Pune
- Presently associated with IISER, Mohali, established by the Ministry of Human Resource Development, Government of India

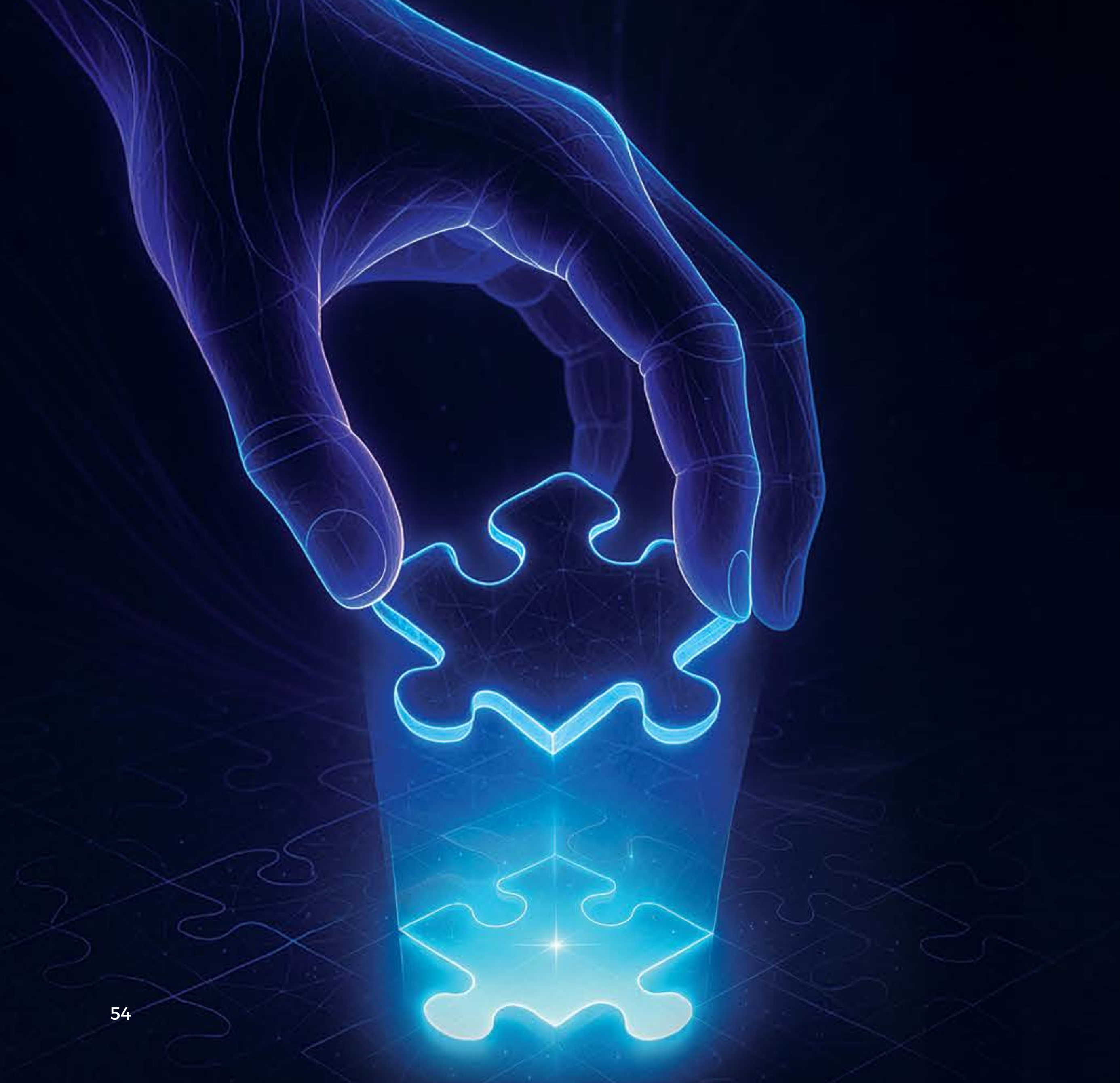
**Mr. Vikas Modi**
Independent and Non-Executive Director

- Serving as an Independent Director of Netweb Technologies India Limited since February 23, 2023
- Is a Chartered Accountant, registered with the Institute of Chartered Accountants of India (ICAI)
- Has been a Partner at Doogar and Associates, a CA firm, since 2006
- Bachelor's degree in Commerce from the University of Rajasthan

# SENIOR MANAGEMENT

**Mr. Hemant Agrawal**
Chief Operating Officer

- Associated with Netweb Technologies India Limited since 2003
- 32 years of experience in the Tech industry
- Bachelor's degree in Commerce from the University of Calcutta







**Mr. Hirdey Vikram**
Chief Sales and Marketing Officer

- Associated with Netweb Technologies India Limited since 2013
- 15+ years of experience in building and marketing products and solutions such as Supercomputing, AI GPU Systems, AI Sovereign Cloud, Private Cloud, Data Centre Servers and High-performance Storage systems
- Is an expert in solution architecture, market study, and product positioning
- Bachelor's degree in Technology (Information Technology) from Punjab Technical University, Jalandhar

**Mr. Mukesh Golla**
Chief Research and Development Officer

- Associated with Netweb Technologies India Limited since 2004
- 21+ years of industry experience
- Leads the Company's product engineering and research and development functions
- Bachelor's degree in Technology (Computer Science and Engineering) from the Jawaharlal Nehru Technological University, Hyderabad

# KEY MANAGERIAL PERSONNEL

**Mr. Ankit Kumar Singhal**
Chief Financial Officer

- Associated with Netweb Technologies India Limited since November 2024
- Qualified CA with 15+ years of experience in Financial Planning and Analysis, Business Finance, Controllership, Taxation and Strategic Project Planning
- Bachelor's degree in Commerce (Accounting and Finance) from the University of Delhi

**Mr. Lohit Chhabra**
Company Secretary and Compliance Officer

- Associated with Netweb Technologies India Limited since January 10, 2023
- 10+ years of experience in secretarial compliances under various corporate laws and listing regulations, and other regulatory compliances
- Bachelor's degree in Commerce from the University of Delhi
- Is L.L.B qualified, and an Associate Member of the Institute of Company Secretaries of India (ICSI)

Awards and Achievements

# ACCOLADES THAT INSPIRE: NETWEB'S RECOGNITIONS

Since 2017, Netweb Technologies has been honoured with numerous distinguished awards and accolades, affirming its position as a frontrunner in technological innovation and industry leadership. These achievements reflect the Company's steadfast focus on pushing the boundaries of technology and consistently delivering exceptional value to its clients. The continued recognition highlights Netweb's role as a benchmark-setter in the industry, driving consistent excellence in performance, quality, and innovation.

### 2017
Partner Performance Award – Data Centre Group at the Intel Solutions Summit 2017 MACAU

### 2017
Intel Technology Provider Platinum 2017 Retailer Specialist

### 2018
Intel Technology Provider Platinum 2018 Best HPC Data Centre Specialist

### 2019
Partner of the Year – Data Centre Group at the Intel Partner Connect Asia 2019

### 2020
Seagate Certificate for Appreciation – in recognition of a record of outstanding accomplishments

### 2020
In recognition of outstanding contribution towards growing AMD EPYC Business H1 for FY20

### 2021
Partner of the Year 2021, System Integrator by Seagate

### 2021
Top "Software Tools Bundled with IA" Partner of the Year 2021 at the Intel Software India Partner Summit, 2021

### 2022
Best "Software Tools Bundled with IA" Partner for 2022 by Intel Developer Tools Summit 2022

### 2021
Outstanding Contribution in Promotion of Electronics and Manufacturing of Servers – Ministry of Electronics and Information Technology, Government of India, celebration of Azadi ka Amrit Mahotsav

### 2022
MAIT – India's Apex Industry body empowering IT, Telecom and Electronics and Hardware for outstanding leadership and guidance to the Electronics Industry of India

### 2023
Awarded by Government e-Marketplace as a winner in "Top Sellers (MSE)" Category

### 2024
Awarded the Intel Partner Award 2024 for Outstanding Growth in Data Centre and AI group





# CORPORATE INFORMATION

## Board of Directors

**Mr. Sanjay Lodha**
Chairman and Managing Director

**Mr. Navin Lodha**
Whole-Time Director

**Mr. Vivek Lodha**
Whole-Time Director

**Mr. Niraj Lodha**
Whole-Time Director

**Mr. Mrutyunjay Mahapatra**
Independent and Non-Executive Director

**Mr. Jasjeet Singh Bagla**
Independent and Non-Executive Director

**Mrs. Romi Jatta**
Independent and Non-Executive Director

**Mr. Vikas Modi**
Independent and Non-Executive Director

## Senior Management

**Mr. Hemant Agrawal**
Chief Operating Officer

**Mr. Hirdey Vikram**
Chief Marketing Officer

**Mr. Mukesh Golla**
Chief Research and Development Officer

## Key Managerial Personnel

**Mr. Ankit Kumar Singhal**
Chief Financial Officer

**Mr. Lohit Chhabra**
Company Secretary and Compliance Officer

## Statutory Auditors

**S S Kothari Mehta and Co. LLP**
Chartered Accountants
Phase-III, New Delhi - 110020
Telephone: +9111 4670 8888
E-mail: delhi@sskmin.com
Firm Registration Number: 000756N/N500441
Peer Review Number: 014441

## Secretarial Auditors

**M/s P.C Jain and Co**
House No 2382, Sector 16,
Faridabad (NCR)-121002
Firm Registration Number: P2016HR051300
Peer Review Number: 831/2020

## Internal Auditors

**M/s Sanmarks and Associates**
3F-17, Ozone Centre, Sector 12
Faridabad-121007, Haryana

## Registrar and Share Transfer Agent

**MUFG Intime India Private Limited**
C-101, Pt Floor, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai 400083, India
Toll-free Number: 1800 1020 878
Email: rnt.helpdesk@in.mpms.mufg.com
Website: https://web.in.mpms.mufg.com/contact-us.html
SEBI Registration Number: INR000004058

## Registered Office

Plot No. H-1, Pocket 9,
Faridabad Industrial Town (FIT),
Sector-57, Faridabad, Ballabhgarh,
Haryana, India, 121004

# Management Discussion and Analysis

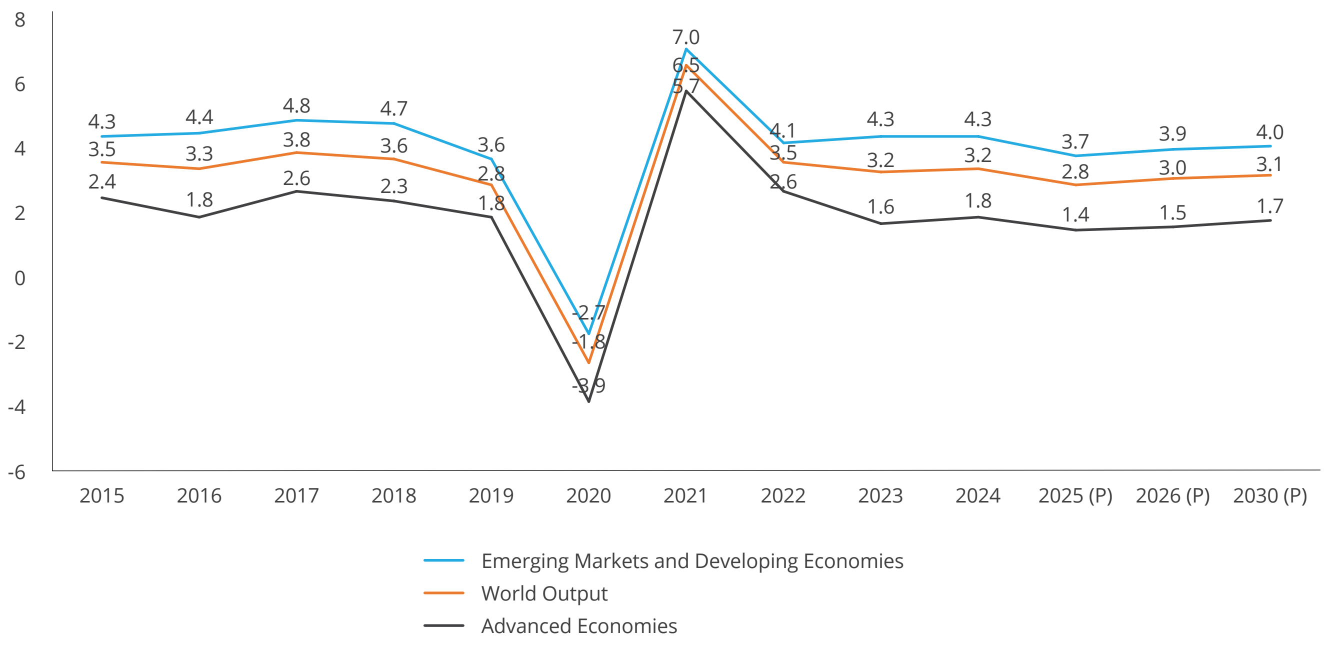
## Global Economic Overview

In 2024, the global economy demonstrated relative stability despite persistent challenges stemming from geopolitical tensions, trade uncertainties, and policy shifts. According to the IMF's World Economic Outlook, global GDP grew by 3.3%, with advanced economies experiencing a slowdown while emerging markets, particularly in Asia, sustained steady growth momentum.

Ongoing geopolitical conflicts, including the war in Ukraine and disruptions in the Red Sea, continued to place pressure on global trade and supply chains. Nonetheless, inflation showed signs of easing, with global inflation projected to decline to 5.7% in 2024 from 6.7% in 2023. Developed economies are on track to meet their inflation targets more swiftly, averaging 2.6%, whereas emerging markets are expected to see a more gradual moderation.

The US-China tariff war saw tariff import rates peak at 148% and 135%, disrupting the global trade and supply chains. Although negotiations led to partial de-escalation, bringing the tariffs down to 51% by the U.S. and 33% by China, tensions persist through non-tariff barriers like China's mineral export controls and US tech restrictions. Moreover, China has diversified its export base towards ASEAN and Latin America, reducing the influence of the US on global trade dynamics. However, despite the tariff rollback, elevated duties and lingering uncertainty continue to pose challenges to global trade stability and recovery. In response, major central banks implemented substantial rate cuts, with G10 economies reducing rates by a combined 825 basis points in 2024 - the most significant easing since 2009.

### Real GDP Growth (in %)




## Outlook

Global economic growth is projected to remain steady, with forecasts of 2.8% in 2025 and 3.0% in 2026, driven by resilient performance in the United States and key emerging markets. The US GDP is expected to grow by 1.8% in 2025 and 1.7% in 2026, reflecting a cooling in consumer demand and evolving dynamics in the labour market. The Eurozone is anticipated to experience a gradual recovery, with growth improving from 0.8% in 2025 to 1.2% in 2026, supported by easing inflation and a rebound in consumer spending.

Global inflation is projected to witness a further decline, reaching 4.3% in 2025 and 3.6% in 2026, although the regional variations are expected to persist. As a result, the monetary policy is likely to diverge across economies, responding to specific domestic conditions.

(Source: IMF World Economic Outlook, World Economic Forum, Peterson Institute for International Economics)





## Indian Economic Overview

India has become the world's fourth-largest economy by nominal GDP and third-largest by purchasing power parity. The nation continued its stable growth trajectory in FY2025, with the real GDP rising by 6.5% according to the NSO's Second Advance Estimates, following 9.2% growth in the prior year. This momentum reflects strong domestic demand, effective policy reforms, and a resilient services sector.

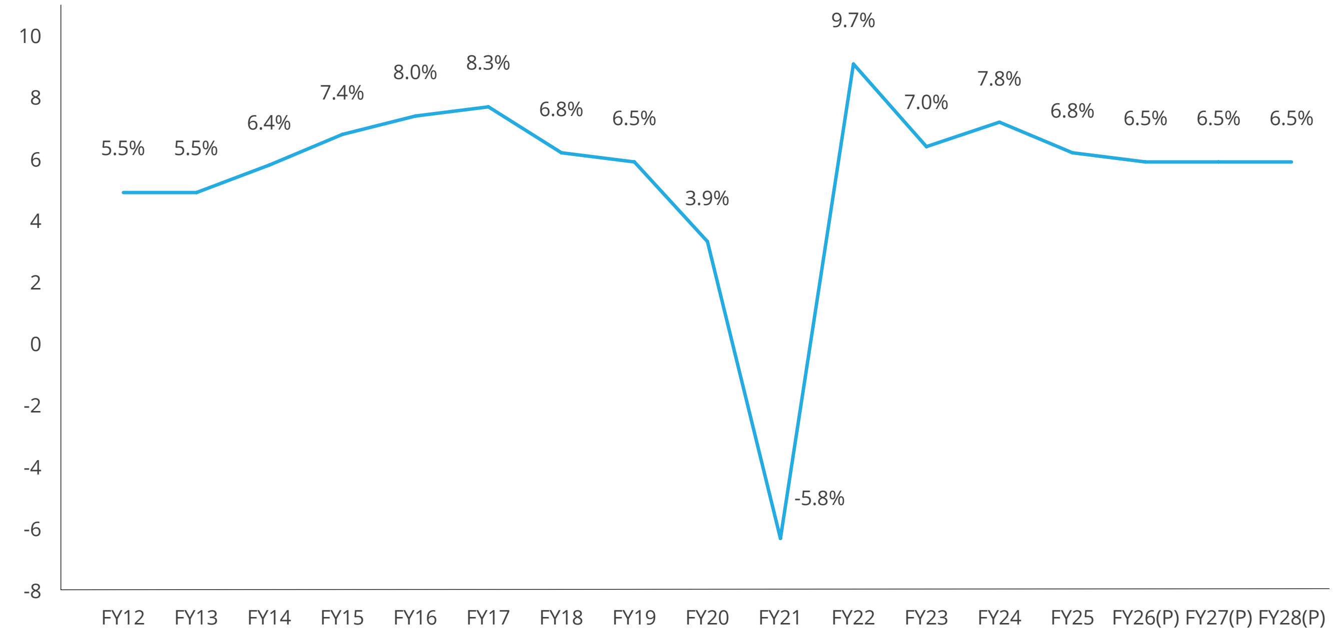
With targets of reaching a US$5 trillion economy by FY2028 and US$30 trillion by 2047, the government is driving growth through infrastructure investments, digital transformation, and schemes like Make in India and the PLI initiative. The capital investment outlay for FY2026 has been raised to ₹11.21 lakh crore (3.1% of GDP).

The Indian IT industry rose at an estimated 5.1% to US$282.6 billion in FY2025, a 4% year-over-year growth compared to FY2024. The IT industry added an anticipated 1,26,000 jobs during the year under review, taking the overall sector employment to 5.8 million. The BPM sector recorded an estimated US$54.6 billion in revenue for FY2025, a 4.7% year-over-year increase.

India's technology talent base will be a key enabler of future growth for the sector. While the CEO outlook for FY2026 is cautiously optimistic bolstered by rising investments in technology and artificial intelligence, maintaining this momentum will require a clear strategic direction. Continued upskilling in both niche and core tech domains will be essential to support long-term industry competitiveness.

India's total exports touched an all-time high of US$824.9 billion in FY2025, growing 6% year-on-year. This was majorly attributed to the country's services exports that peaked at US$387.5 billion in FY2025 as against US$341.1 billion in FY2024, a 13.6% Y-O-Y growth.

### Real GDP Growth Rate – India




(Source: Press Information Bureau)

## Outlook

India's economy is projected to grow at 6.2% in FY2026, driven by increasing private investment, ongoing infrastructure development, favourable demographic trends, and robust consumer demand. The country is on track to become the world's third-largest economy by 2030.

Global trade disputes, like the US-China tariff war, disrupted the supply chains and trade flows, with indirect effects on India. However, the nation has taken the necessary steps to tackle these challenges. India's tariff policy is strategically designed to protect the domestic industry, generate revenue, and support global competitiveness. Moreover, recent reforms target correcting inverted duty structures and reducing import costs for key sectors like electronics and EVs. The country has also implemented tariff reductions on critical components, aiming to boost manufacturing and exports. India balances commitments with the WTO through calibrated tariff use and actively pursues Free Trade Agreements to lower trade barriers, aligning trade policy with its broader growth and industrial development goals.

The Union Budget for 2025–26 focuses on inclusive growth, introducing measures such as raising the tax exemption limit to ₹12 lakh to stimulate consumption, and significantly increasing capital expenditure on roads, railways, and manufacturing. The budget also reinforces Production-

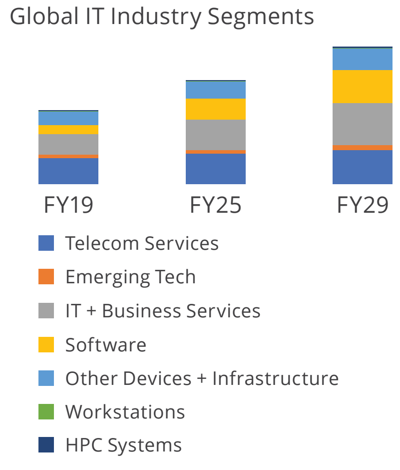
Linked Incentive (PLI) schemes and advances logistics and financial inclusion through initiatives like the transformation of India Post. Inflation is anticipated to moderate by late 2025, potentially allowing for a more accommodative monetary policy stance.

(Source: PIB, MoSPI, IBEF1, IBEF2, Nasscom)

## Global IT Industry Overview

The global IT market size in FY2025 rebounded strongly from the preceding decline, with the total industry revenue expected to have reached US$5,926 billion, an increase of nearly 5.8% year-on-year for the time spanning FY2019-FY2025. This growth was largely driven by a surge in investments in AI and cloud infrastructure.

**Global IT Market by Segments (US$ in bn) – FY 2019-2029F (historical and estimated years)**




| Particulars | Market Size | | | CAGR | |
|---|---|---|---|---|---|
| | FY19 | FY25 | FY29 | FY19-FY25 | FY25-FY29 |
| Telecom Services | 1,535.7 | 1,744.4 | 1,989.2 | 2.1% | 3.3% |
| Emerging Tech | 193.3 | 220.4 | 298.1 | 2.2% | 7.8% |
| IT + Business Services | 1,162.8 | 1,733.2 | 2,353.7 | 6.9% | 8.0% |
| Software | 514.8 | 1,206.5 | 1,883.0 | 15.3% | 11.8% |
| Other Devices + Infrastructure | 770.0 | 965.7 | 1,255.3 | 3.8% | 6.8% |
| Workstations | 4.5 | 6.8 | 8.2 | 7.1% | 4.8% |
| HPC Systems | 37.8 | 49.0 | 58.2 | 4.4% | 4.4% |
| **Global IT Industry** | **4,218.9** | **5,926.0** | **7,845.7** | **5.8%** | **7.3%** |

(Source: Frost and Sullivan)

Notably, the spending on data centre systems jumped 39.4% in 2024 (to about US$329 billion) as enterprises and cloud providers strived to deploy AI-optimised hardware. Besides, software and services also grew, fuelled by cloud migration, digital transformation, and cybersecurity spending. However, rising inflation and supply-chain costs consumed much of the budget increases.

### Segmental analysis

The global software market is expected to have reached ~US$1,207 billion in FY2025, fuelled by strong enterprise demand for SaaS, AI/ML integration, cybersecurity, and industry-specific solutions. Moreover, this growth is expected to continue at a CAGR of 11.8% through FY2029.

The global telecom services market showed modest growth, with the market expanding from US$ 1,536 billion in FY2029 to an anticipated US$ 1,744 billion by FY2025, growing at a CAGR of 2.1%. This growth is expected to further accelerate post-FY2025, reaching US$ 1,989 billion by FY2029. This growth is driven by increasing demand for 5G rollout, IoT connectivity, and enterprise-grade network solutions.

The emerging tech segment across the globe is expected to witness a sharp uptick, forecasted to have grown from US$ 193 billion in FY2029 to US$ 220 billion in FY2025 and further to an anticipated US$ 298 billion in FY2029, growing at a CAGR of 7.8% post FY2025 to FY2029. The segment gains momentum from increased investments in AI, blockchain, AR/VR, and quantum computing.

The global IT and business services segment is one of the largest in the IT industry, and is expected to grow at a CAGR of 7.9%, growing from ~US$ 1,733 billion in FY2025 to US$ 2,354 billion in FY2029. Strong and steady growth reflects rising digital transformation initiatives and IT outsourcing trends across enterprises.

### Regional analysis

North America remains the largest IT market, accounting for an estimated 40% of the global IT spending in 2025. The growth of the IT market in this region was led by investments in generative AI, cloud, and cybersecurity, with US tech spending expected to rise over 10% in 2025 due to pre-tariff acceleration. The North American region is followed by Europe (EMEA) with steady growth, projected to reach US$1.28 trillion in 2025, driven by digital mandates, regulatory compliance, and infrastructure upgrades like ERP and 5G.

Asia–Pacific is the fastest-growing region, led by cloud and 5G investments in China, India, and Southeast Asia. ICT spending is expected to exceed US$1.4 trillion by 2025. Latin America saw 7-9% growth in 2024, with cloud and broadband adoption driving demand. The Middle East and Africa, while smaller in size, are growing steadily at 4-7%, with Gulf countries and South Africa investing in cybersecurity and smart cities.





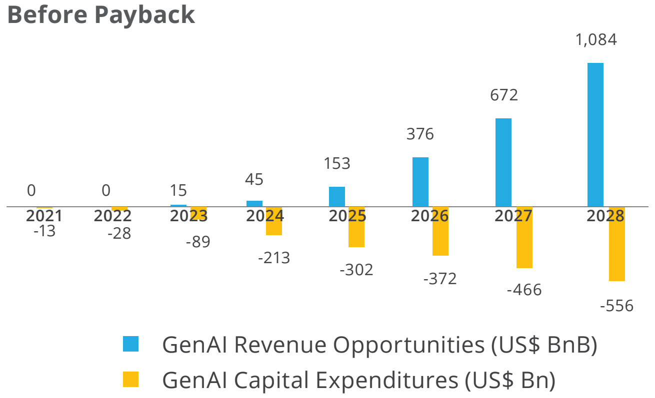
## Key IT Trends: Next-Gen Cloud, Compute, and Intelligence

### From GPUs to Grid: The New Economics of AI Investment

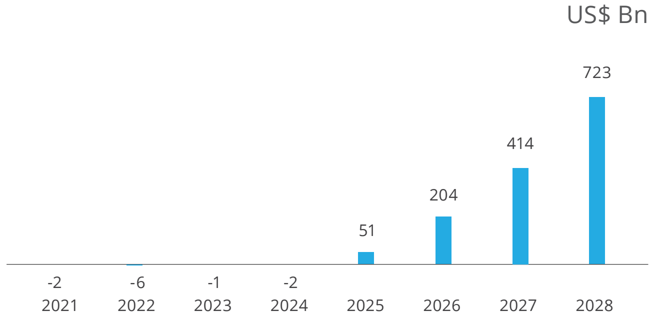
Generative AI has become a key driver of record hardware investments, particularly in GPUs, and has fueled double-digit growth in AI-related software. Analysts note that data center spending is 'exploding' as companies race to build the infrastructure required for large-scale GenAI systems.

1. **From Experimentation to ROI: Generative AI as a Catalyst for Infrastructure Spending**
    a. Global capital expenditures on GenAI infrastructure are expected to reach US$376 billion by 2026, marking a decisive shift from experimentation to enterprise-wide deployment. While investments currently outpace revenues, GenAI is projected to generate over US$1.08 trillion in monetisation by 2028, with a positive ROI trajectory emerging from 2025. Organisations are accelerating the deployment of AI agents, modernising data and compute infrastructure, and building scalable, secure environments to support long-term value creation through AI.

**GenAI Capital Cycle: Peak Investment Years Before Payback**




**GenAI Monetisation Curve: ROI Turns Positive from 2025**




b. GenAI Monetisation Deepens Across Software and Consumer Ecosystems

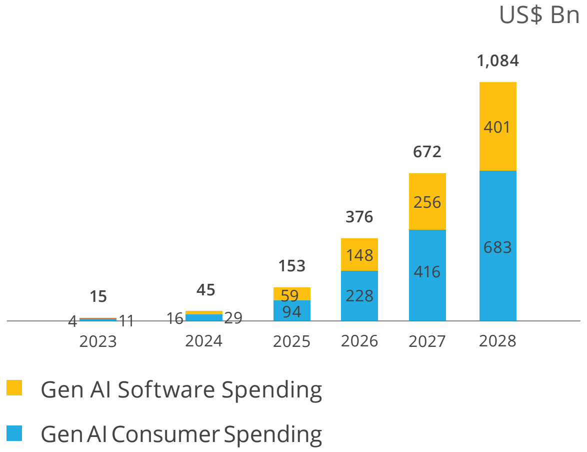
Spending on Generative AI is accelerating at an unprecedented pace, signalling a transition from experimentation to scalable, revenue-generating use cases across both enterprise and consumer domains.

i. GenAI software spending is projected to grow from US$16 billion in 2024 to US$401 billion by 2028, accounting for approximately 22% of total global software spending by that year. This reflects large-scale enterprise adoption of GenAI tools, including copilots, orchestration platforms, and embedded AI agents, across business workflows, cloud platforms, and vertical applications.

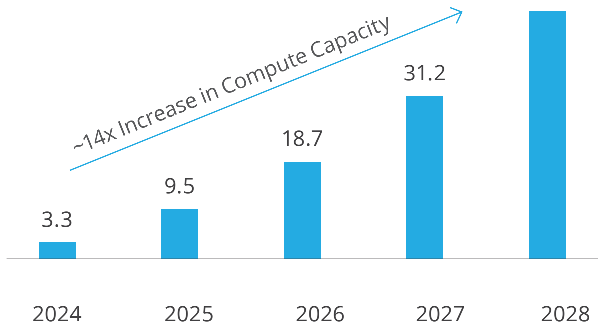
ii. On the consumer side, GenAI-driven spending is expected to rise from US$29 billion in 2024 to US$683 billion in 2028, fuelled by its integration into e-commerce, advertising, mobility, and personal tech.

1. Breakdown of projected GenAI consumer spend by 2028 includes:
    a. US$469 billion from GenAI-enabled e-commerce, up from under US$1 billion in 2024
    b. US$197 billion from GenAI-driven advertising, rising from US$28 billion
    c. US$6 billion in autonomous driving-related GenAI spend, up from <US$1 billion
    d. US$10 billion from GenAI-integrated wearables, also rising from <US$1 billion

**GenAI Revenue Opportunity**



**AI Capex Forecast Suggest ~14x Increase in Compute Capacity**

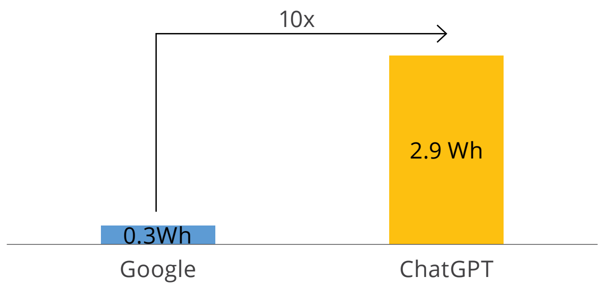



c. Together, these figures underscore the expanding economic footprint of GenAI across digital, physical, and consumer ecosystems. Enterprises are no longer just investing in infrastructure, they are beginning to realise multi-channel monetisation, marking a clear shift from capital-intensive build-outs to scalable value creation. Over the coming years, an estimated ~US$1 trillion is expected to be invested by technology firms, enterprises, and utilities in data centers, AI accelerators, infrastructure, and power grid modernisation, laying the groundwork for GenAI to become a core enabler of productivity and growth.

d. However, this scale-up comes with trade-offs, AI data centers can consume up to 10x more energy than traditional ones, especially during the training phase, raising concerns around sustainability and energy efficiency.

**ChatGPT Queries are 10x as Power Intensive as Google Searches**

Power consumption per query/search, Watt-hour (Wh)




e. By 2026, 75% of the world's largest companies are expected to adopt value-based AI investment models that evaluate cost, productivity, decision-making, and innovation, or risk falling behind new ROI benchmarks.

2. **The Rise of AI Oligopolies and Hyperscaler Dominance:** By 2028, hyperscalers are expected to operate US$1 trillion worth of AI-optimised servers. Notably, these will not be deployed through traditional IaaS models, but as part of a strategic pivot to dominate the emerging oligopolistic AI model market. As these players consolidate their influence, they are reshaping the infrastructure and economics of the AI landscape.

3. **Strategic Imperative:** These developments reflect an urgent, strategic pivot: AI is no longer a future bet, it is a core capability. Long-term investments in AI infrastructure, models, and operational integration are essential for organisations to stay competitive, drive innovation, and unlock new sources of value.

Source: Company Research

## Compute Capital: Why Enterprises Are Doubling Down on HPC

High Performance Computing (HPC) is becoming a strategic enabler of advanced workloads from AI model training and simulation to genomics, weather forecasting, and chip design. As data volumes grow and computational complexity intensifies, enterprises and research institutions alike are investing in purpose-built HPC systems to accelerate time-to-insight and support mission-critical innovation.

The convergence of HPC and AI is reshaping infrastructure priorities. Modern HPC environments increasingly rely on accelerators like GPUs and custom silicon, high-speed interconnects, and low-latency storage architectures. Cloud-based HPC is also gaining traction, offering on-demand scalability and lowering barriers to entry for complex compute-intensive workloads. As use cases expand beyond traditional domains, HPC is no longer confined to labs; it is becoming a mainstream enterprise capability, powering competitive advantage across industries.

## Cloud Adoption: From Migration to Modernisation

Cloud adoption is evolving from simple workload migration to strategic modernisation. Enterprises are embracing public, private, and hybrid clouds to boost agility, resilience, and AI integration. Multi-cloud strategies are gaining ground to avoid lock-in and improve performance, while sovereign and industry-specific clouds are rising in regulated sectors. Meanwhile, cloud-native technologies like containers, Kubernetes, and serverless computing are accelerating innovation and enabling scalable, flexible architectures.

## Other Key Highlights

### Cybersecurity Focus:

A wave of high-profile breaches and rising attack rates (average ~1,636 attacks per organisation per week, a 30% Y-O-Y increase) drove steady growth in security solutions.

### Hybrid Work and IoT:

Continued demand for remote-work tools and IoT connectivity increased spending on devices, networking, and collaboration software.

### Inflation and costs:

Nominal growth was inflated by cost increases. Firms reported that much of the higher IT budget went to higher recurring costs, dampening net new investment returns.





## Outlook

Most forecasts call for continued strong IT spending growth in 2025. It is expected that the IT industry will further grow to roughly US$7,846 billion by FY2029, at a growth rate of 7.3%. This is expected to outpace the global GDP. Besides, the sector is optimistic on the back of continued digital transformation, post-pandemic recovery, and new technology.

(Source: Company Research)

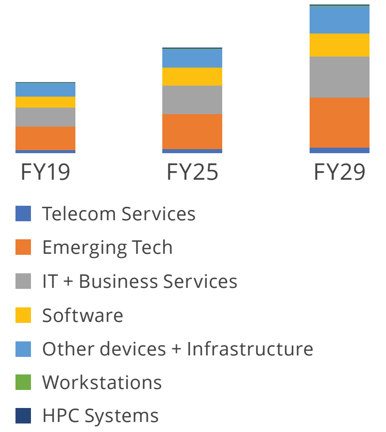
## Indian IT Industry Overview

India's information and technology sector continued steady growth during the year under review, reaching an estimated US$264 billion in revenue, growing at a year-on-year rate of 6.9% from FY2019 to FY2025. The IT exports accounted for nearly 80% of this revenue, while the domestic IT market constituted ~20%. Furthermore, the sector added nearly 1,26,000 net new jobs (a total of ~5.8 million employees, +3.5% Y-O-Y). The US and banking/financial services (BFSI) drove much of the growth, with APAC, telecom, retail, and healthcare also emerging as key verticals for the industry. Despite global uncertainty, robust digital spending (especially in AI and cloud) resulted in demand growth for the sector.

India's IT landscape is anchored by large service firms and a dynamic startup scene. Leading IT services providers continue to dominate global outsourcing and consulting. These giants are now increasingly integrating digital, cloud, and AI services into their offerings. At the same time, India is home to ~1,57,000 DPIIT-recognised tech startups, making it the world's third-largest startup ecosystem. Over 100 of these have reached unicorn status. Startups in SaaS, fintech, edtech, health tech, and deep tech are injecting innovation into the industry. In short, the sector blends established multinationals and burgeoning homegrown companies, supported by policy initiatives, to meet diverse enterprise needs.

**Indian IT Market by Segments (US$ in mn) – FY 2019-2029F (historical and estimated years)**

India IT Industry Segments




| Particulars | Market size | | | CAGR | |
|---|---|---|---|---|---|
| | FY19 | FY25 | FY29 | FY19-FY25 | FY25-FY29 |
| Telecom Services | 7,159.8 | 9,920.0 | 12,906.0 | 5.6% | 6.8% |
| Emerging Tech | 58,300.1 | 88,633.0 | 1,26,720.0 | 7.2% | 9.3% |
| IT + Business Services | 48,338.0 | 73,188.0 | 1,04,357.0 | 7.2% | 9.3% |
| Software | 29,959.5 | 43,049.0 | 59,260.0 | 6.2% | 8.3% |
| Other Devices + Infrastructure | 32,704.5 | 48,022.0 | 67,087.0 | 6.6% | 8.7% |
| Workstations | 160.6 | 544.0 | 1,456.0 | 22.5% | 27.9% |
| HPC Systems | 377.5 | 644.0 | 919.0 | 9.3% | 9.3% |
| **Global IT Industry** | **177,000.0** | **264,000.0** | **372,706.0** | **6.9%** | **9.0%** |

(Source: Frost and Sullivan)

## Major IT applications

India's IT capabilities are applied widely: financial services, healthcare, manufacturing, retail, and government are among the top users of technology. The table below summarises these major IT applications by sector:

| Industry Sector | Key IT Applications |
|---|---|
| BFSI (banking/ financial services/ insurance) | Digital banking and core-banking software, mobile/UPI payment platforms, fintech apps, online insurance portals, AI/ML for credit scoring and fraud detection, big-data analytics, and cybersecurity systems. |
| Healthcare | Electronic medical records (EMR), telemedicine/telehealth platforms, health information exchanges, remote monitoring (IoT), AI diagnostics (such as imaging and pathology), health analytics, and hospital management systems. |
| Manufacturing | Industry 4.0 solutions: IoT sensors and automation (smart factories), robotics/3D printing, supply chain and ERP software, CAD/CAM and PLM tools, digital twin/simulation, AI for quality control and predictive maintenance. |
| Retail and E-commerce | E-commerce storefronts and m-commerce apps, POS/checkout systems, CRM and customer-analytics platforms, inventory and warehouse management software, loyalty/coupon systems, AI-driven recommendation engines, and chatbots. |
| Government and Public Sector | E-governance and citizen-service portals, Aadhaar/eKYC identity services, digital payment (UMANG, Bharat BillPay), digital welfare distribution, tax and compliance systems (GST portals), data analytics for policy/ planning, and GIS/smart-city systems. |

(Sources: Nasscom)

## Key Growth Segments

Emerging tech: Accounting for the largest share in the Indian IT sector revenue mix, the sector was driven by AI, IoT, blockchain, and edge computing adoption across the sectors, resulting in a 7.2% growth over the time spanning from FY2019 to FY2025.

IT/business services (digital and consulting): This segment remains one of the largest, with revenues of approximately US$73.19 billion in FY2025, growing at a year-on-year growth of 7.2% from FY2019 to FY2025. Companies are increasingly focusing on cloud-native development, AI-driven service delivery, and advanced cybersecurity offerings.

Telecom services: The telecom services segment is expected to have generated US$9.92 billion in revenue in FY2025, growing at ~5.6% over the last six years. This growth was driven by 5G rollout, rural connectivity expansion, and increasing data consumption, which are expected to boost the segment further.

Software: The Indian software segment is forecasted to have reached US$43 billion in revenue in FY2025, growing at a CAGR of 6.2% over the last six years. This growth was fuelled by cloud-based solutions, SaaS adoption, and enterprise software demand.

## Key Growth Drivers

**Digital Transformation:** Rapid enterprise digitisation is a major growth driver for the Indian IT industry. The Indian digital transformation market is estimated to have reached US$710 billion by 2024, growing at an impressive CAGR of approximately 74% between 2018 and 2024. Businesses across sectors such as BFSI, healthcare, manufacturing, and government are leveraging cloud computing, mobility, IoT, big data, and advanced analytics to enhance operations. The innovative use of AI and data analytics is widely regarded as the most critical factor enabling transformative shifts in business models, products, services, and decision-making.

**AI Adoption:** The push for AI (especially generative AI) is transforming IT demand. India's AI ecosystem has strong policy backing and talent, with the AI market expected to grow 25–35% annually. Government initiatives like the IndiaAI Mission (₹10,371 cr) and prior AI strategies underscore this focus. Enterprises are investing in AI/ML capabilities for everything from customer service to industry-specific use cases.

**Global Outsourcing Demand:** India remains a leading destination for global tech outsourcing. Indian IT exports account for roughly 18% of worldwide IT outsourcing spend. Strong demand from the US (especially banking/ retail) and renewed client spending have buoyed growth, even as European demand softens. The country's talent cost advantage, scale of offshore centers (GCCs), and ability to co-create innovations with clients continue to attract outsourced projects.

**Policy and Ecosystem Support:** Government policies play a crucial role in sustaining the IT sector's momentum. India allows 100% FDI in IT, supports 67 Software Technology Parks (STPI), and has introduced the National Policy on Software Products (2019) to foster innovation. Talent development programs such as NIELIT, FutureSkills, TIDE, and SAMRIDH are nurturing a skilled workforce, while startup schemes like Startup India and tax incentives have helped establish a dynamic tech startup ecosystem. The digital public infrastructure (India Stack) and various funding initiatives further accelerate industry development.

**Domestic Digitisation:** Surging domestic demand is another key growth driver for the IT sector. Government-led initiatives under the Digital India campaign—such as Aadhaar, UPI, eSign, and the Government e-Marketplace—have transformed service delivery across critical sectors. Most essential citizen services now operate on digital platforms, including banking, payments, healthcare, education, and welfare programmes. Moreover, India's domestic tech market, valued at over US$10 billion, is expanding rapidly as small and mid-sized enterprises adopt cloud and SaaS tools. This large-scale digitisation is creating sustained demand for IT solutions within the country.

(Sources: NASSCOM, indiaai.gov.in, www.india.gov.in, pib.gov.in, Company Research)

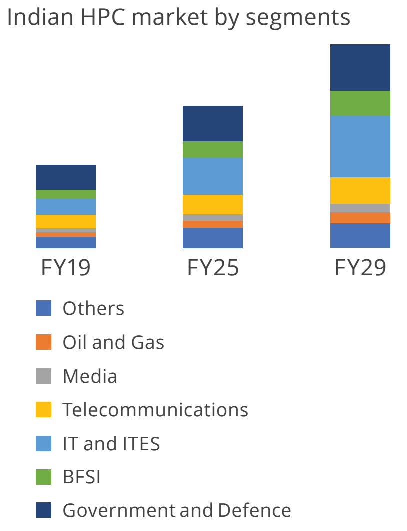
## Indian HPC Market Overview

The Indian high-performance computing (HPC) market size was valued at a forecasted US$643.6 billion in FY2025 and is anticipated to reach US$918.6 billion by FY2029, growing at a CAGR of 9.3% during the period. The key drivers underpinning this market's momentum include the accelerated adoption of AI/ML and big data analytics across diverse sectors, alongside the rapid expansion of cloud-based HPC solutions and HPC-as-a-Service (HPCaaS), which offer crucial scalability and cost-efficiency benefits. Furthermore, pivotal government initiatives, such as the National Supercomputing Mission (NSM) and the IndiaAI Mission, are actively deploying advanced supercomputing infrastructure and cultivating a skilled workforce, thereby playing a transformative role in shaping the market.





### Indian HPC Market by Segments (US$ in mn) – FY2019-FY2029F




| Particulars | Market size | | | CAGR | |
|---|---|---|---|---|---|
| | FY19 | FY25 | FY29 | FY19-FY25 | FY25-FY29 |
| Others | 56.6 | 90.4 | 110.2 | 8.1% | 5.1% |
| Oil & Gas | 18.9 | 35.9 | 55.1 | 11.3% | 11.3% |
| Media | 18.9 | 28.1 | 36.7 | 6.8% | 6.9% |
| Telecommunications | 56.6 | 88.6 | 119.4 | 7.8% | 7.7% |
| IT & ITES | 75.5 | 164.2 | 275.6 | 13.8% | 13.8% |
| BFSI | 37.7 | 71.8 | 110.2 | 11.3% | 11.3% |
| Government & Defence | 113.2 | 164.6 | 211.33 | 6.4% | 6.4% |
| **Indian HPC Market** | **377** | **643.6** | **918.53** | **9.3%** | **9.3%** |

(Source: Frost and Sullivan)

### *Did You Know?*

A significant milestone in this indigenous journey was the establishment of the Centre for Development of Advanced Computing (C-DAC), which successfully unveiled the PARAM 8000 supercomputer in 1991, marking a crucial step towards India's self-reliance in this domain.

## National Supercomputing Mission: Driving the Indian HPC Market Forward

The National Supercomputing Mission (NSM) is a flagship initiative launched by the Government of India in 2015 to build indigenous high-performance computing (HPC) capabilities and position India as a global leader in supercomputing. The mission seeks to bolster scientific research, technological innovation, and capacity building across academia, industry, and government institutions.

As of March 2025, NSM has successfully deployed 34 supercomputers with a cumulative compute capacity of 35 Petaflops across premier academic institutions, research organisations, and R&D laboratories. These include the Indian Institute of Science (IISc), various Indian Institutes of Technology (IITs), the Centre for Development of Advanced Computing (C-DAC), and several institutions from Tier-II and Tier-III cities. The deployed systems have achieved an impressive average utilisation rate exceeding 85%, with some installations operating at over 95% capacity, reflecting both the demand and efficiency of these HPC resources.

These supercomputers have significantly contributed to India's R&D ecosystem, benefiting over 10,000 researchers, including more than 1,700 PhD scholars from over 200 academic and R&D institutions. They have enabled high-impact research in critical areas such as drug discovery, disaster resilience, energy security, climate and weather modelling, astrophysics, computational chemistry, fluid dynamics, and materials science. By democratising access to cutting-edge computational infrastructure, NSM has empowered researchers from underserved regions to participate in advanced scientific exploration.

To date, users have completed over 1 crore compute jobs on NSM systems and published more than 1,500 research papers in reputed national and international journals. Additionally, the mission has trained over 22,000 individuals in HPC and Artificial Intelligence (AI) skills, contributing to workforce development and capacity building. Notably, startups and MSMEs are increasingly leveraging these supercomputing assets to accelerate innovation and execute compute-intensive projects, further amplifying NSM's impact on India's digital and scientific economy.

In 2024, the Prime Minister dedicated three PARAM Rudra supercomputers to the nation's young researchers and scientists. Installed in Pune, Delhi, and Kolkata, these systems support cutting-edge research in physics, earth sciences, and cosmology. Built entirely with indigenous components—including the "Rudra" HPC servers and a homegrown system software stack—these are the first Indian servers on par with global HPC standards.

To further bolster AI research, the government has launched Project **AIRAWAT**, which aims to create a unified computing platform accessible to technology innovation hubs, research labs, academia, startups, and industry. Its proof of concept features a 200 AI petaflop mixed-precision system, scalable up to 790 petaflops, making it one of the world's most powerful AI supercomputing platforms.

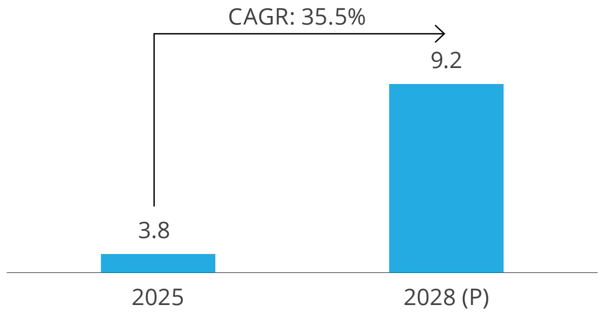
Looking ahead, an additional 45 petaflops of HPC infrastructure is planned for FY2025, all based on indigenously developed servers and technologies, continuing India's push for self-reliant, next-generation computing.

(Source: Press Information Bureau, Company Research)

## India's AI Inflection Point: Infrastructure, Intelligence & Investment

India is entering a decisive phase in its AI evolution, where policy ambition, digital public infrastructure, and enterprise readiness are converging to unlock transformative value. Once limited to pilots and prototypes, artificial intelligence is now becoming a national capability, with wide-scale implications for productivity, innovation, and economic competitiveness.

**AI Spending (US$bn)**




### The Strategic Vision: Democratising AI at Scale

Backed by the ₹10,300 crore IndiaAI Mission, the government is catalyzing one of the world's largest AI ecosystems. This mission supports:

- An open GPU compute cloud, with over 18,000 GPUs being deployed—including 10,000 GPUs in phase one.
- Subsidised compute access at ₹100/hour (vs global averages of US$2.5–3/hour), enabling startups, researchers, and students to access high-performance AI infrastructure.
- A growing base of 10+ onboarded GPU vendors and early efforts toward indigenous GPU design, signaling long-term autonomy.

India's AI strategy is deeply embedded in its broader vision of Viksit Bharat 2047, blending sovereign digital infrastructure, localised AI innovation, and self-reliant compute and semiconductor capacity. The emergence of semiconductor fabs, public AI datasets, and centres of excellence positions India as a nation intent on controlling its technological destiny.

### Infrastructure to Intelligence: From DPI to Model Innovation

India's Digital Public Infrastructure (DPI) comprising Aadhaar, UPI, DigiLocker, CoWIN, and more, has already transformed public service delivery. Now, AI is being layered onto DPI to enable smart governance, financial inclusion, and personalised citizen services.

**Key Developments include:**

- The IndiaAI Dataset Platform, the country's largest open, anonymised data repository—providing fuel for AI innovation in agriculture, healthcare, logistics, and climate tech.
- Bhashini, India's national language AI platform, democratising digital access across 22+ Indian languages.
- Integration of AI into real-time platforms like ONDC and UPI, with international traction—including Japan granting a patent for UPI.

This DPI+AI model positions India as a public digital utility exporter, with multiple countries showing interest in replicating its governance stack.

### GenAI in the Enterprise: From Experiments to Transformation

Enterprises are rapidly moving from experimentation to GenAI-driven transformation. Enabled by falling compute costs (e.g., GPT model access down ~80% in 2 years), enterprises are embedding LLMs and SLMs across the stack—transforming functions, interfaces, and value chains.

A new AI-native tech stack is emerging:

- SLMs for domain-specific tasks (cost-effective, edge-compatible)
- Embedding of AI into platforms by SAP, Salesforce, Oracle
- Evolution of RPA into intelligent automation with GenAI
- Widespread integration of AI agents for low-code/no-code process flows

This shift is not marginal, GenAI is expected to be delivering:

- 80% productivity gains in call centers
- 61% in software development
- 44–45%% in content, customer service, and marketing
- While even regulated sectors (banking, pharma, healthcare) are entering with measured, high-value use cases

A key enabler here is data readiness and India's digital firms are maturing quickly.

(Source: Company Research)

### Data 4.0: Building the AI-Ready Foundation

Institutional AI success hinges on data: its quality, architecture, accessibility, and governance.

Only 3% of Indian firms are fully data-ready, but significant strides are being made:

- Adoption of modern data stacks (cloud-native pipelines, scalable data lakes, unified storage)
- Development of trusted data catalogs and unified consumption layers to harmonise access across hybrid architectures
- Movement away from siloed data repositories toward frictionless, AI-first architecture

Data 4.0 framework is now guiding many large enterprises to embed agility, trust, and intelligence in their data operations. Companies nurturing proprietary, contextualised datasets are already seeing superior model performance and faster GenAI ROI.

### AI Talent & Workforce: India's Global Edge

India is positioned as the world's AI talent engine, with:

- 263% growth in AI talent since 2016
- 16% of global AI talent pool
- #1 globally in AI skills among women
- #2 in GenAI open-source contributions on GitHub





The government's IndiaAI Future Skills program and National Centres of Excellence are integrating AI into curricula (UG/PG/PhD), while Tier 2/3 cities are being equipped with data and AI labs.

India is adding one Global Capability Centre (GCC) every week, with most now AI-enabled. The projected need for 1 million AI professionals by 2026 underscores the urgency and opportunity for talent-led innovation.

### Compute Capital: AI-Driven High-Performance Computing

As GenAI models grow in size and complexity, High-Performance Computing (HPC) has become a foundational enabler of India's AI ambitions, powering training, inference, simulation, and edge-scale deployment.

### AI-Specific Momentum

- India's GPU deployment under the IndiaAI Mission—18,693 GPUs, already scaling with 10,000 live, directly supports LLM training and fine-tuning for Indian languages.
- HPC-as-a-Service (HPCaaS) is accelerating enterprise GenAI adoption, offering scalable compute without capex burdens, especially valuable for startups and mid-market enterprises.
- India's AI/HPC cloud region launched by AceCloud in Noida is optimised for deep learning workloads, enabling faster model iteration and deployment cycles.
- BFSI, healthcare, and manufacturing are leveraging HPC for AI use cases:
  - BFSI: Real-time fraud detection and risk modeling
  - Healthcare: Accelerated diagnostics and drug discovery with GenAI pipelines
  - Manufacturing: AI-driven simulations and smart factory automation

### Government Backing and Sovereignty Play

- The National Supercomputing Mission (NSM) supports indigenous computing infrastructure for AI model development.
- India's push for indigenous chip design and open GPU marketplaces lowers entry barriers for AI innovation.
- Public-private HPC investments are helping anchor India's sovereign AI capabilities, reducing dependence on external compute ecosystems.

In short, HPC is the backbone of India's GenAI scale-up, enabling faster experimentation, lower latency, and domain-specific AI innovation at national scale.

### Growth Drivers: Structural Catalysts Behind India's AI Surge

India's AI momentum is supported by a combination of policy, demand-side, talent, and infrastructure catalysts, which together are unlocking a new wave of investment opportunities.

#### Rising Enterprise AI Spending

- India's AI market is expected to grow from US$3.74 billion in 2025 to US$9.20 billion by 2028, at a CAGR of 35%.
- More than 80% of enterprises now consider AI a core strategic priority.
- A third of firms plan to spend over US$25 million annually on AI development and deployment.

#### GenAI Startups and Funding Momentum

- GenAI funding surged 6x year-on-year to US$51 million in Q2 FY2025, driven by B2B SaaS, agentic systems, and vertical AI startups.
- India now hosts over 520 tech incubators, with 42% established in the last 5 years.

#### AI/ML Driving HPC Demand

- AI/ML, big data, and simulation workloads are accelerating HPC adoption across sectors.
- Digital tech will comprise 40% of manufacturing spend by 2025 (up from 20% in 2021).
- HPC is now a baseline requirement for R&D, product engineering, financial modelling, and healthcare innovation.

#### Cloud-Based HPC Expanding Access

- The rise of Cloud HPC and HPC-as-a-Service is eliminating barriers for SMBs and research institutions.
- Pay-as-you-go models make HPC accessible for everything from AI model testing to city-scale infrastructure simulations.

#### Government-Led AI and Compute Ecosystem

- National missions such as IndiaAI, NSM, and the Semiconductor Mission are building foundational infrastructure.
- The government is fostering strategic autonomy through public GPU marketplaces, indigenous chip design, and open data initiatives.

#### Sector-Wide AI Adoption

- AI is now embedded in logistics, agriculture, BFSI, healthcare, pharma, retail, and education.
- For SMBs, 78% report revenue increases attributed to AI tools, indicating mass-market adoption is underway.

(Sources: Press Information Bureau, Ministry of Electronics and Information Technology, Company Research)

### Conclusion: An Investable AI Flywheel

India is no longer just a beneficiary of global AI trends; it is becoming a multiplier. A unique mix of scale, frugality, public infrastructure, open-source participation, and startup velocity is creating an AI economy with long-term compounding potential.

For institutional investors, the roadmap is clear:

- India's AI and HPC infrastructure is de-risked and state-backed
- A growing base of trained talent and open datasets will continue to reduce development cycles and costs
- The rise of sector-specific AI platforms and public-private innovation clusters ensures that value capture is not limited to a few firms

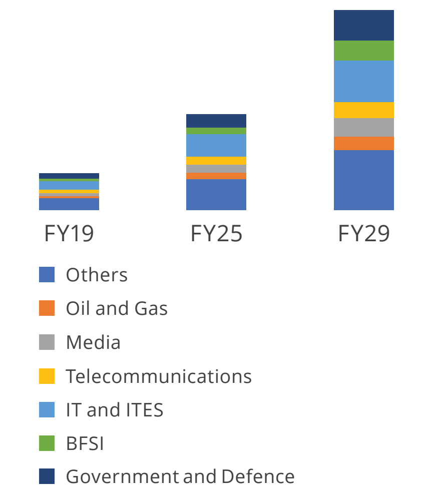
India's approach is not to replicate Silicon Valley—it is to redefine global AI leadership on sovereign, inclusive, and scalable terms.

(Sources: Press Information Bureau, Ministry of Electronics and Information Technology, Company Research)

## Indian Private Cloud and HCI Market Overview

The Indian private cloud and HCI market size is anticipated to have reached US$3,875.7 million in FY2025 as against US$1,454 million in FY2019, growing at a CAGR of 18% over the forecasted period.

### Indian Private Cloud and HCI Market by Application (US$ in mn)




| Particulars | Market Size | | | CAGR | |
|---|---|---|---|---|---|
| | FY19 | FY25 | FY29 | FY19-FY25 | FY25-FY29 |
| Others | 486.1 | 1,243.7 | 2,407.9 | 16.9% | 18.0% |
| Oil & Gas | 100.9 | 268.7 | 560.5 | 17.7% | 20.2% |
| Media | 129.1 | 334.8 | 701.3 | 17.2% | 20.3% |
| Telecommunications | 119.4 | 316.3 | 662.6 | 17.6% | 20.3% |
| IT & ITES | 347.3 | 864 | 1,665.1 | 16.4% | 17.8% |
| BFSI | 74.9 | 287.5 | 806.1 | 25.1% | 29.4% |
| Government & Defence | 196.5 | 560.7 | 1,203.8 | 19.1% | 21.0% |
| **Indian Private cloud and HCI Market** | **1,454** | **3,875.7** | **8,007.3** | **17.7%** | **19.9%** |

(Source: Frost and Sullivan)

The growth of both private cloud and hyperconverged infrastructure (HCI) markets in India is being driven by the rising demand for scalable, secure, and agile IT environments amid accelerating digital transformation across industries. Enterprises are increasingly shifting towards private cloud for greater data control, regulatory compliance, and improved security, especially with the data localisation mandates gaining momentum.

Simultaneously, the need for simplified, cost-effective infrastructure is boosting the adoption of HCI, which integrates computing, storage, and networking into a single platform. Together, both technologies are being propelled by hybrid cloud strategies, the rise of edge computing, and the need to support AI, analytics, and mission-critical workloads, all underpinned by growing investments in domestic data centres and IT modernisation.AI as an Emerging Driver of Private Cloud and HCI Adoption

As AI adoption accelerates across Indian enterprises, private cloud and HCI are becoming foundational infrastructure layers for AI workloads. Organisations are deploying private GPU clusters and hyperconverged systems to handle the training, fine-tuning, and inferencing of LLMs and industry-specific AI applications.

Private cloud environments offer greater control, lower latency, and improved data governance, critical for sectors handling sensitive information, such as banking, telecom, and healthcare. HCI's unified architecture enables the co-location of compute and storage, accelerating data throughput and simplifying edge AI deployment.

To meet the performance needs of modern AI workloads, these platforms are evolving to include:

- AI accelerators (GPUs, TPUs, FPGAs) embedded in private cloud environments
- HCI stacks optimised for container orchestration (e.g., Kubernetes) and AI/ML frameworks like TensorFlow and PyTorch
- Native support for data lakehouses and real-time data ingestion pipelines, which are essential for low-latency inference and continuous learning systems

As a result, AI-centric enhancements are transforming private cloud and HCI into key enablers of India's enterprise AI transformation, providing the performance, security, and flexibility needed to operationalise AI at scale.

Together, these factors are contributing towards an overall market size of US$8,007.3 million by FY2029, increasing at a CAGR of 20% over the forecasted time period (FY2025 to FY2029).





### Demand Driving Trends

#### Cost Efficiency and Scalability

Private cloud adoption in India is being driven by the need for predictable operational costs and scalable infrastructure. Organisations are shifting from capital-intensive IT setups to operational expenditure models, leveraging private cloud's flexibility.

#### Data Localisation and Regulatory Compliance

Compliance with data protection and localisation laws is a major catalyst for private cloud adoption in India. Regulated sectors such as banking, insurance, healthcare, and government institutions are increasingly deploying private clouds to ensure data residency within India and meet sector-specific norms.

#### Digital Transformation across Key Sector

Digital transformation initiatives under programs like Digital India are reshaping IT infrastructure across sectors. Industries such as BFSI, healthcare, telecom, retail, and government are rapidly modernising their operations through cloud-based solutions. Private cloud offers a secure, high-performance foundation for organisations handling sensitive workloads, enabling them to digitise while retaining control over data, security, and application integration.

#### Security, Reliability and Performance Demands

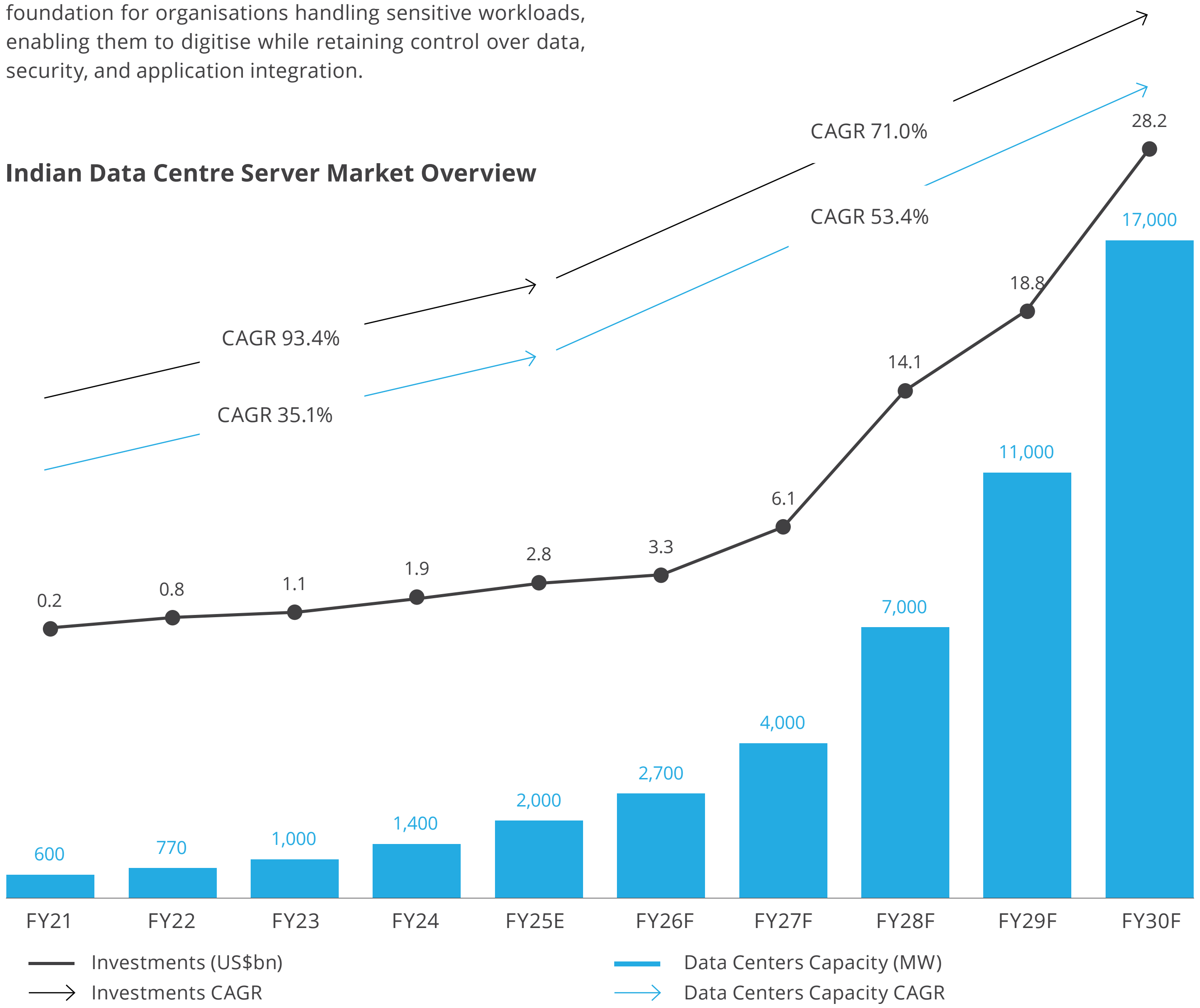
A number of enterprises are turning to private cloud solutions to meet rising expectations for data security, low latency, and operational reliability. These requirements are especially critical for workloads in 5G telecom networks, financial services, and distributed enterprise applications. Private clouds offer improved isolation, network control, and customisation capabilities, making them preferable for mission-critical deployments where the public cloud may fall short.

## Indian Data Centre Server Market Overview

### India's Data Centre Evolution: Scaling for AI, Cloud, and Strategic Digital Demand

India's data centre ecosystem is undergoing a structural transformation, powered by the exponential growth of AI workloads, expanding cloud adoption, and strong policy tailwinds such as data localisation mandates and the IndiaAI Mission. As enterprises and hyperscalers invest in compute-intensive applications, India is emerging as a next-generation data hub for the region, bridging the Middle East and Southeast Asia.

### Indian Data Centre Server Market Overview




(Source: Jefferies Global Utilities and Clean Energy, June 18, 2024)

### Demand Driving Trends

#### AI-Optimised Infrastructure Driving Server Demand

The proliferation of AI and GenAI workloads is reshaping data centre design, triggering demand for high-performance, GPU-powered servers, efficient cooling systems, and scalable compute infrastructure. Investments in AI-optimised facilities, such as Reliance's Nvidia-backed centre in Gujarat and upcoming hyperscaler campuses in Telangana and Maharashtra, highlight India's rising relevance in global AI infrastructure.

AI-specific demands are also redefining rack density and server architecture. With models like DeepSeek operating efficiently at lower rack power (~12–20KW), India's existing lower-density data centres (6–12KW/rack) can be upgraded to handle GenAI inference loads, making the upcoming DC capacity AI-ready without disproportionately increasing costs.

#### Green Data Infrastructure Gains Momentum

Sustainability is a parallel driver, as energy-intensive AI applications push demand for green data centres powered by renewables, liquid cooling, and AI-based energy management. Projects like Maharashtra's three 500MW green DC parks signal a shift toward carbon-conscious infrastructure, aligned with India's net-zero vision.

#### Rising Data Centre Capacities

India's data centre capacity stood at ~1.4 GW in FY2024, just 5.5% of global DC capacity, despite India generating 20% of global data. To catch up, capacity is projected to reach 17 GW by 2030, growing at a 53.4% CAGR from 2.0 GW in FY2025, highlighting rapid development in the sector.

This expansive growth is supported by a nationwide buildout in hubs like Mumbai, Bengaluru, Chennai, Delhi-NCR, and increasingly in edge locations to support latency-sensitive AI workloads.

This expansion is driven by soaring demand from cloud service providers (CSPs) and the growing artificial intelligence (AI) sector, both requiring vast infrastructure and computational power. India is solidifying its role as a global digital infrastructure leader, with CSPs accounting for 54% of user demand in late 2024, alongside significant contributions from BFSI and technology sectors. This expansion is nationwide, focused on hubs such as Mumbai, Bengaluru, Delhi and Chennai. The global AI and machine learning surge fuelled a 27% year-on-year increase in data centre absorption in 2024.

#### India's Emerging Advantage as a Regional Data Hub

India is well-positioned to become a dominant force in the global data centre market, driven by its growing AI readiness and policy ambition. The IndiaAI Mission, with its focus on enabling widespread AI adoption, aligns closely with the country's goal of building a US$ 1 trillion digital economy.

India's edge lies in a combination of favourable unit economics, including lower capex per MW (~₹465 million), reduced operating costs, and access to skilled digital talent, along with rapidly improving sub-sea cable connectivity. These structural advantages, coupled with rising investment in AI-optimised infrastructure, position India not only to meet growing domestic digital demand but also to serve as a regional hub for AI and cloud workloads across Asia and beyond.

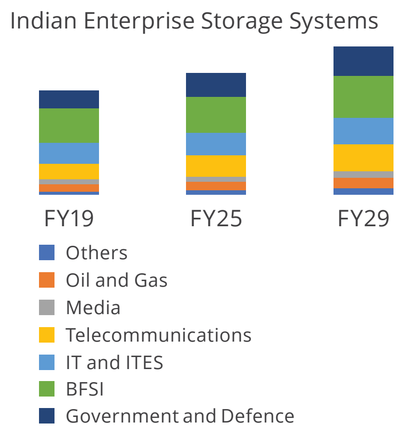
While geopolitical constraints such as potential US technology transfer policies may pose short-term challenges, India's trajectory remains strong, backed by policy, capital, and growing enterprise readiness.

(Source: IMARC Group, Jeffries)

#### Indian Enterprise Storage Systems Market Overview

India's enterprise storage systems market was valued at US$ 778.1 million in FY2025 and is expected to reach US$ 947.3 million by FY2029, growing at a CAGR of 5% from FY2025 to FY2029. This robust growth is driven by accelerated digital adoption, data localisation mandates, and rising demand for cloud computing across sectors. The expansion of e-commerce, fintech, and 5G networks, coupled with increased investments in data centres and AI-powered analytics, is further fuelling the need for secure, scalable storage solutions to support India's fast-evolving digital economy.

### Indian Enterprise Storage Systems Market Overview (US$ in mn)




| Particulars | Market size | | | CAGR | |
|---|---|---|---|---|---|
| | FY19 | FY25 | FY29 | FY19-FY25 | FY25-FY29 |
| Others | 20.1 | 31.8 | 42.6 | 7.9% | 7.6% |
| Oil & Gas | 46.9 | 54.5 | 66.3 | 2.5% | 5.0% |
| Media | 33.5 | 36.5 | 42.6 | 1.4% | 3.9% |
| Telecommunications | 100.5 | 130.2 | 170.5 | 4.4% | 7.0% |
| IT & ITES | 134.0 | 146.1 | 170.5 | 1.5% | 3.9% |
| BFSI | 214.5 | 229.8 | 265.3 | 1.2% | 3.7% |
| Government & Defence | 120.6 | 149.2 | 189.5 | 3.6% | 6.2% |
| **India Enterprise Storage Systems Market** | **670.1** | **778.1** | **947.3** | **2.5%** | **5.0%** |

(Source: Frost and Sullivan)





### Demand Driving Trends

#### Digital Transformation and Data Explosion

The rapid digital transformation across India's sectors like retail, banking, healthcare, and entertainment has triggered an unprecedented data explosion. Moreover, growth in e-commerce, social media, online payments, and streaming platforms has dramatically increased data traffic, resulting in a necessity for data storage.

#### Rising Adoption of Cloud Computing and Hybrid Storage Solutions

A major driver of India's data storage market is the rising adoption of cloud and hybrid storage by businesses of all sizes. As digital transformation accelerates, enterprises seek scalable, cost-efficient storage without heavy infrastructure investment.

#### Regulatory Compliance and Data Localisation

Government initiatives, such as the Reserve Bank of India's (RBI) launch of the Indian Financial Services (IFS) Cloud, aim to enhance data security and ensure compliance with data localisation regulations, thereby driving the demand for enterprise-grade storage solutions.

#### Infrastructure Modernisation

Organisations are upgrading legacy storage infrastructures to modern systems, including all-flash arrays and software-defined storage, to improve performance, reduce latency, and achieve cost efficiencies.

#### Expansion of Data Centres

Significant investments by global tech giants in building data centres across India are bolstering the storage infrastructure, facilitating faster data access, and supporting the growing cloud ecosystem.

#### Data Readiness and AI-Driven Storage Demand

As enterprises accelerate AI adoption, data readiness is becoming a key priority. In line with Data 4.0 principles, organisations are modernising storage to support real-time ingestion, AI workloads, and governance-compliant data pipelines.

The rise of GenAI and advanced analytics is driving demand for High Performance Storage (HPS), particularly all-flash and NVMe systems that offer low latency, high throughput, and seamless integration with AI frameworks and hybrid cloud environments.

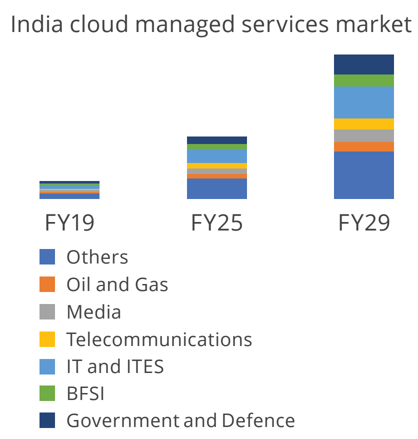
With initiatives like the India AI Mission, enterprise storage is evolving from a back-end utility to a strategic enabler of AI scalability and digital competitiveness.

(Source: IMARC Group)

#### Indian Cloud Managed Services Market Overview

The Indian cloud managed services market size was expected to have stood at US$1,698.6 million in FY2025 and is expected to reach US$3,900.7 million by FY2029, growing at a CAGR of 23.1% over the forecasted period. The growing demand for cloud managed services is being driven by several key factors, including widespread cloud adoption and rising IT infrastructure, each playing a vital role in the market's strong expansion.

### India Cloud Managed Services Market by Applications (US$ in mn) – FY 2019-2029F




| Particulars | Market size | | | CAGR | |
|---|---|---|---|---|---|
| | FY19 | FY25 | FY29 | FY19-FY25 | FY25-FY29 |
| Others | 166.0 | 570.9 | 1,287.2 | 22.9% | 22.5% |
| Oil & Gas | 34.2 | 118.9 | 273.0 | 23.1% | 23.1% |
| Media | 43.9 | 147.7 | 331.6 | 22.4% | 22.4% |
| Telecommunications | 39.1 | 130.7 | 292.6 | 22.3% | 22.3% |
| IT & ITES | 117.2 | 386.9 | 858.1 | 22.0% | 22.0% |
| BFSI | 24.4 | 112.6 | 312.1 | 29.0% | 29.0% |
| Government & Defence | 63.5 | 230.9 | 546.1 | 24.0% | 24.0% |
| **India Enterprise Storage Systems Market** | **488.3** | **1,698.6** | **3,900.7** | **23.1%** | **23.1%** |

(Source: Frost and Sullivan)

### Demand Driving Trends

#### Widespread Cloud Adoption across Industries

Organisations across the sectors are increasingly embracing cloud computing for its scalability, flexibility, and cost-efficiency. This surge in cloud usage creates a strong need for expert cloud environment management.

#### Rising IT Inf rastructure Complexity

As enterprise IT ecosystems grow more complex, managing them internally becomes resource-intensive. Therefore, specialised support from cloud managed service providers (MSPs) is essential to ensure stability and performance.

### Need for Technical Expertise

Businesses face challenges in navigating advanced cloud technologies and integrations. MSPs solve this issue by providing critical technical expertise that helps organisations optimise cloud operations and reduce downtime.

### Accelerating Digital Transformation

The fast-paced digital shift is compelling organisations to adopt strategic IT partnerships. Cloud managed services offer the agility and innovation needed to stay competitive and future-ready.

### Heightened Cybersecurity Concerns

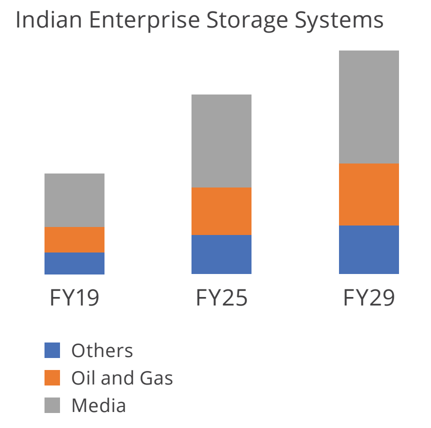
With increasing cyber threats, businesses are prioritising robust security frameworks. This problem is resolved by entrusting cloud environments to MSPs that help enhance security posture and mitigate risks through proactive monitoring.

(Source: IMARC Group)

## Indian Enterprise Networking Overview

The Indian enterprise networking market size stood at US$1,593.3 million in FY2025 and is anticipated to reach 1,984.1 million by FY2029, growing at a CAGR of 5.6%.

### India Enterprise Networking Market (US$ in mn) by product type – FY 2019- 2029F (historical and estimated years)




| Particulars | Market size | | | CAGR | |
|---|---|---|---|---|---|
| | FY19 | FY25 | FY29 | FY19-FY25 | FY25-FY29 |
| WLAN | 192.1 | 346.8 | 436.5 | 10.3% | 5.9% |
| Routers | 223.7 | 415.9 | 535.7 | 10.9% | 6.5% |
| Ethernet Switches | 485.7 | 830.7 | 1,011.9 | 9.4% | 5.1% |
| **India Enterprise Networking Market** | **901.5** | **1,593.3** | **1,984.1** | **10.0%** | **5.6%** |

(Source: Frost and Sullivan)

## Demand Driving Trends

### Government Initiatives and Cloud Adoption

Government programmes like the National Broadband Mission aim to provide universal broadband access, thereby expanding the digital infrastructure. Such initiatives are fostering the growth of enterprise networking by improving connectivity and encouraging digital inclusion across the country.

### Rise in Remote Work and Hybrid Work Models

The increasing prevalence of remote and hybrid work arrangements has led to a surge in demand for secure and reliable networking solutions. Enterprises are investing in advanced networking technologies to ensure seamless connectivity and collaboration among distributed teams.

### Advancements in Networking Technologies

The evolution of networking technologies, including the adoption of Wi-Fi 6, SD-WAN and AI-driven network management, is enhancing network performance and reliability. These advancements are enabling enterprises to manage complex networks more efficiently, driving the adoption of modern networking solutions.

### Growth of Data Centres and Cloud Services

The expansion of data centres and the increasing reliance on cloud services are fuelling the need for high-performance networking infrastructure. As data traffic grows, enterprises require scalable and robust networks to support data-intensive applications and services.

### Increased Focus on Cybersecurity

With the rise in cyber threats, enterprises are prioritising the security of their networks. The demand for secure networking solutions is driving the adoption of advanced security protocols and infrastructure to protect sensitive data and ensure compliance with regulatory standards.

(Sources: Markets and Markets, Polaris Market Research)

## Company Overview

Netweb Technologies India Ltd. is a leading provider of high-end computing solutions (HCS) in India, offering fully integrated design and manufacturing capabilities. The Company's HCS portfolio includes:

- High-performance computing (supercomputing/ HPC) systems
- Private cloud and hyperconverged infrastructure (HCI)
- AI systems and enterprise workstations
- High-performance storage (HPS/enterprise storage system) solutions
- Data centre servers
- Software and services for HCS offerings





In terms of the number of HPC installations, the Company ranks among the leading OEMs in India. Since its inception, Netweb Technologies has deployed:

(i) 500+ supercomputing systems

(ii) 50+ private cloud and HCI installations

(iii) 5,000+ accelerator/GPU-based AI systems and enterprise workstations

(iv) HPS solutions with throughput storage of up to 450 GB/s.

The Company serves a distinguished clientele across a wide range of end-user industries, including information technology (IT), IT-enabled services (ITeS), entertainment and media, banking, financial services and insurance (BFSI), and national data centres. It also provides solutions to various government bodies, including those in the defence sector, as well as educational and research institutions. Notable clients in these application domains include Indian Institute of Technology (IIT) Jammu, IIT Kanpur, NMDC Data Centre Private Limited, Airamatrix Private Limited, Graviton Research Capital LLP, Institute of Nano Science and Technology (INST), HL Mando Softtech India Private Limited, Dr. Shyam Prasad Mukherjee International Institute of Information Technology (IIIT) Naya Raipur, Jawaharlal Nehru University (JNU), Hemvati Nandan Bahuguna Garhwal University, Akamai India Networks Private Limited, A.P.T. Portfolio Private Limited, Yotta Data Services Private Limited, the Centre for Computational Biology and Bioinformatics, and the Central University of Himachal Pradesh (CUHP).

The Company also serves as a premier Indian government space research organisation, along with an R&D organisation under the Ministry of Electronics and Information Technology, Government of India, which focuses on advancing R&D in information technology, electronics, and allied fields.

Netweb Technologies designs, manufactures, and deploys high-end computing solutions (HCS) that integrate proprietary middleware, end-user utilities, and pre-compiled application stacks. It develops indigenous computing and storage technologies and delivers supercomputing infrastructure tailored to the growing computational needs of businesses, academic institutions, and research organisations, particularly under the ambit of India's National Supercomputing Mission. Notably, three of its supercomputers have been featured a total of 15 times in the global Top 500 list of the world's most powerful supercomputers.

Through the years, the Company has designed, developed and deployed several advanced supercomputing systems in India:

| Supercomputer | Year of Deployment | User | Speed in Teraflops (Rpeak) | Speed in Teraflops (Rmax) | Particulars |
|---|---|---|---|---|---|
| AIRAWAT | 2023 | Centre for Development of Advanced Computing, India (CDAC) | 13,169.86 | 8,500 | Ranked #75th in the world and puts India on top of AI supercomputing nations worldwide.<br>Included in the 61st edition of the Top 500 Global Supercomputing List, released in June 2023. It is also India's largest and fastest AI supercomputing system |
| Agastya | 2020 | Indian Space Research Organisation (ISRO), Government of India | 256.00 | 161.00 | At the time of commissioning, it was India's 27th fastest supercomputer. |
| PARAM Ambar | 2019 | National Institute of Science Education and Research (NISER), Bhubaneshwar | 1,384.85 | 919.61 | At the time of commissioning, it was India's 4th fastest supercomputer. |

| Supercomputer | Year of Deployment | User | Speed in Teraflops (Rpeak) | Speed in Teraflops (Rmax) | Particulars |
|---|---|---|---|---|---|
| Hartree | 2018 | National Institute of Science Education and Research (NISER), Bhubaneshwar | 51.90 | 38.87 | At the time of commissioning, it was India's 29th fastest supercomputer. |
| Kalinga Upgrade | 2016 & 2020 | NISER, Bhubaneshwar | 249.37 | 161.42 | At the time of commissioning, it was India's 26th fastest supercomputer. |
| Kohinoor 3 | 2016 | TIFR-TCIS, Hyderabad | 70.85 | 43.59 | At the time of commissioning, it was India's 20th fastest supercomputer. |
| PARAM YUVA-II | 2013 | Centre for Development of Advanced Computing, India (CDAC) | 529.38 | 386.71 | At the time of its commissioning, it was the 69th most powerful supercomputer in the world. |
| Kabru | 2004 | The Institute of Mathematical Sciences, Chennai | 1.38 | 1.00 | The Company's first supercomputing system was then one of the top 500 most powerful supercomputing systems in the world. |

Rpeak – maximum theoretical performance

Rmax – maximum performance achieved

1 teraflop = One trillion (1012) floating-point operations per second

(Source: Frost and Sullivan)

#At the time of commissioning

In 2023, the Company expanded its product portfolio by entering into the development of network switches and 5G ORAN (Open Radio Access Network) appliances. These technologies are vital to the data centre ecosystem, supporting enterprise IT, and to the telecommunications sector in enabling 5G services. This strategic move aims to (i) address the significant gap in the Indian network switch market, which currently has a limited presence of domestic OEMs, and (ii) reduce India's reliance on foreign manufacturers.

The growing adoption of high-throughput, low-latency network switches in data centres and 5G networks is accelerating rapidly, driving the need for enhanced security, reliability, and operational efficiency with minimal latency. (Source: F&S Report)

The Company has recently deployed 5G Cloud solutions at both the core and edge levels for an international telecommunications service provider.

The Company's operations are centered at a state-of-the-art manufacturing facility in Faridabad, Haryana, equipped to design, develop, manufacture, and test its hardware products, while also supporting its software and services portfolio. In addition to its registered office in Faridabad, the Company maintains a nationwide presence through 16 offices across India.

The manufacturing facility is certified under ISO 9001:2015 (Quality Management System), ISO 14001:2015 (Environmental Management System), and ISO/IEC 27001:2013 (Information Security Management System) by International Benchmarking & Certifications.

Netweb Technologies' extensive product and solution offerings are driven by its dedicated research and development (R&D) teams based in Faridabad and Gurgaon, Haryana, and Hyderabad, Telangana. As of May 31, 2025, the R&D team comprised professionals.

The Company aligns with the Government of India's 'Make-in-India' initiative and is among the select original equipment manufacturers (OEMs) eligible for incentives under the Production-Linked Incentive (PLI) Scheme 2.0 for IT Hardware, which includes server manufacturing. It is also eligible under the PLI Scheme for Promoting Telecom and Networking Products Manufacturing in India.

Netweb Technologies collaborates with several global technology leaders, including NVIDIA Corporation, Intel Americas, Inc., Advanced Micro Devices, Inc. (AMD), Samsung India Electronics Private Limited, and Seagate India Private Limited. These partnerships support the co-development of innovative products and services tailored to specific customer needs. Moreover, the Company independently designs and develops customised solutions to meet unique client requirements.





## Product Portfolio: Our HCS Offerings

Segment-wise revenue

| Product Category | 2023-24 (₹million) | Revenue share (%) | 2024-25 (₹million) | Revenue share (%) |
|---|---|---|---|---|
| AI Systems and Enterprise Workstations | 799.00 | 11.0% | 1693.84 | 14.82% |
| Data Centre Server | 337.05 | 4.7% | 372.84 | 3.26% |
| HCS Focused Software and Service | 175.72 | 2.4% | 455.36 | 3.98% |
| High-performance Storage (HPS) Solutions | 339.10 | 4.7% | 274.71 | 2.40% |
| HPC (supercomputing system) | 2,623.59 | 36.2% | 4054.90 | 35.47% |
| Others (Spare Sale) | 289.63 | 4.0% | 429.29 | 3.76% |
| Private Cloud and HCI | 2,643.83 | 36.5% | 4026.53 | 35.23% |
| Networking Switches | 32.76 | 0.5% | 123.48 | 1.08% |
| **Grand Total** | **7,240.68** | **100.0%** | **11430.94** | **100.00%** |

Netweb Technologies offers a comprehensive suite of high-end computing solutions (HCS) under its flagship 'Tyrone' brand, which has evolved and expanded significantly over the years. The current solutions portfolio includes:

**Supercomputing Systems:** Custom-built hardware with scalable configurations supporting up to 1,000 nodes, powered by the proprietary 'Tyrone' cluster management suite.

**Private Cloud and HCI:** Tyrone Skylus integrates compute, storage, and networking, positioning itself as a strong competitor to leading international HCI vendors.

**AI Systems and Enterprise Workstations:** Engineered for supercomputing, machine learning, and deep learning workloads, these systems feature the proprietary Tyrone KUBYTS™ platform.

**HPS Solutions:** High throughput, scalable, and highly available storage systems such as Tyrone Verta, Collectivo and ParallelStor.

**Data Centre Servers:** A diverse range of over 200 server models under the 'Tyrone Camarero' line, spanning entry-level to high-end configurations with storage capacities up to 1 petabyte.

**Software and Services for HCS Offerings:** The Company delivers a robust private cloud software stack built on Kubernetes, along with AI/ML and big data services powered by the Tyrone Camarero and Collectivo platforms.

Furthermore, Netweb Technologies' big data-centric solutions leverage Tyrone Camarero dense systems, the Tyrone Cluster Management Suite, and the Tyrone Collectivo series of specialised storage platforms, which are designed to support data-intensive, distributed applications within a unified architecture.

All 'Tyrone'-branded products and solutions are backed by Netweb's engineered systems and service capabilities.

### Product name

Tyrone Cluster Manager — TCM

KUBYTS — KUBYTS

VERTA — VERTA

ParallelStor — ParallelStor

Collectivo — COLLECTIVO

SKYLUS — Skylus

Tyrone Camarero — CAMARERO

## Growth Strategies

1. **Robust Business Pipeline:** The company continues to maintain a strong business pipeline and order book. Continuous enhancements in its capabilities, along with the expansion of its operations and product portfolio, position the Company well for sustained growth while preserving its technological leadership in the industry.

2. **AI Opportunity:** As organisations increasingly adopt generative, predictive and interpretive AI, supported by significant contributions from the global AI developer community across a wide range of innovative use cases, India is emerging as the AI factory of the world. This creates substantial opportunities for the company to broaden and diversify its product offerings.

3. **New Manufacturing Facility:** Netweb's new state-of-the-art manufacturing facility in Faridabad, operational since May 10, 2024, significantly strengthens its production capabilities for high-end servers, storage systems, and network switches. The facility supports PCB design, manufacturing, and Surface-Mount Technology (SMT) for advanced servers, utilising the latest NVIDIA, Intel, and AMD chips in line with the "Make in India" initiative. This expansion enhances Netweb's presence in high-performance computing, private cloud and HCI, AI Systems and data centre markets, underlining its commitment to innovation, growth, and self-reliance in India's technology sector.

4. **Partnership with NVIDIA:** The Company has formed a strategic partnership with NVIDIA as a select manufacturing OEM for the NVIDIA Grace CPU Superchip and GH200 Grace Hopper Superchip MGX server designs. This collaboration aims to unlock the full potential of AI and high-performance computing in India. Under this partnership, Netweb Technologies will develop and manufacture more than ten variations of servers within its Tyrone AI systems range, catering to a broad spectrum of AI and supercomputing applications.

5. **Domestic Demand and Make in India Strategy:** The Company received a claim of ₹59.4 million under the Production Linked Incentive (PLI) Scheme 2.0 for IT hardware, highlighting strong government support. All products are designed and manufactured in-house, demonstrating a solid alignment with the 'Make in India' initiative, which remains a cornerstone of the Company's domestic growth strategy.

6. **Focus on Core Verticals:** The Company maintains a strong focus on three core pillars: high-performance computing (HPC), private cloud (hyper-converged infrastructure or HCI), and AI systems. HPC and private cloud combined contribute 70% of the total revenue and are expected to maintain a steady contribution of around 80% each over the next few years, underscoring their critical role in the company's growth strategy.

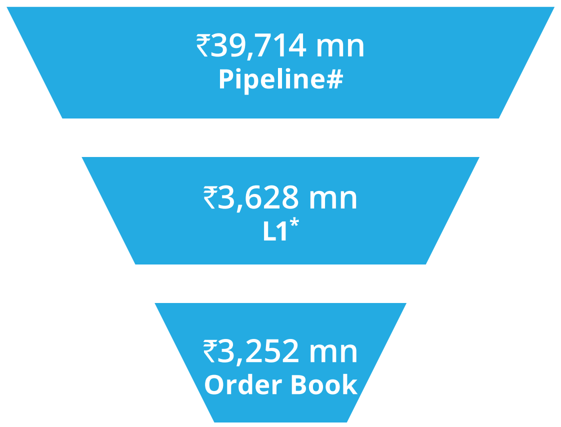
7. **Rising Demand for High-end Computing:** The booming inbound data centre market across India has created substantial demand for high-performance computing resources.

8. **Export Growth:** Exports contributed 5.5% of the revenue in FY2025. While the Company plans to gradually expand its export footprint, it remains cautious to ensure that adequate support infrastructure is in place to sustain this growth. Despite this, the domestic demand continues to be the primary driver of overall growth.

9. **Increasing Demand for on Premise AI Sovereign Cloud:** There is a growing need for on-premise AI sovereign cloud solutions to support modern data and AI workloads securely and efficiently.

10. **Scalable Systems and Operational Efficiency:** Operational efficiency has been enhanced through the implementation of SAP S/4 HANA, which improves real-time control and governance across the organisation. Financially, the company enjoys a zero net-debt status and a robust free cash position, providing a solid foundation for future expansion plans.

**Strong Topline Visibility**




*Pipeline excludes L1, L1 excludes order book, all figures are as on March 31, 2025

## Key Business Developments (to be provided by the client for FY2025)

### Awards and Accolades

Over the years, Netweb Technologies has been consistently recognised with a series of prestigious awards and accolades, reflecting its unwavering commitment to excellence, innovation and industry leadership. These achievements acknowledge the Company's continuous drive for technological advancement and its dedication to delivering high-quality, cutting-edge solutions to clients. Netweb takes pride in these recognitions, which affirm its position as a distinguished leader in the technology sector.





**2017:** Partner Performance Award - Data Center Group at the Intel Solutions Summit 2017 MACAU

**2017:** Intel Technology Provider Platinum 2017 Retailer Specialist

**2018:** Intel Technology Provider Platinum 2018 Best HPC Data Center Specialist

**2019:** Partner of the Year – Data Center Group at the Intel Partner Connect Asia 2019

**2020:** Seagate Certificate for Appreciation – In Recognition for a Record of Outstanding Accomplishments 2020: In recognition of outstanding contribution towards growing AMD EPYC Business H1 for FY20

**2021:** Top Software Tools Bundled with IA Partner of the Year 2021 at the Intel Software India Partner Summit, 2021 2021: Partner of the Year 2021, System Integrator by Seagate

**2021:** Outstanding Contribution in Promotion of electronics and manufacturing of servers – Ministry of Electronics and Information Technology, Government of India, Celebration of Azadi ka Amrit Mahotsav

**2022:** MAIT – India's Apex Industry body empowering IT, Telecom and Electronics and Hardware for outstanding leadership and guidance to the Electronics Industry of India

**2022:** Best "Software Tools Bundled with IA" Partner for 2022 by Intel Developer Tools Summit 2022

**2023:** Awarded by Government e-Marketplace as a winner in "Top Sellers (MSE)" Category

**2024:** NVDIA Enterprise Partner of the Year

**2024;** Intel 2024 Partner Award for Outstanding Growth (Data Canter & AI Group)

## Credit Rating

In FY2025, CRISIL (a S&P Global Company) reaffirmed the Company's long-term rating as A-/ Stable and short-term rating as A2+.

## Dividend Payout

With the Company's listing in July 2023, the Board of Directors formalised a dividend policy which is in line with good corporate governance practices. Some of the salient features of the policy are:

- Follow a consistent dividend policy that balances the objective of appropriately rewarding shareholders through dividends and to support future growth.
- Consider financial parameters like earnings outlook, future capex requirements, liquidity and cash flow positions, inorganic growth opportunities etc.
- Consider external factors like economic environment, business cycle, changes in government policies, industry specific rulings and regulatory provisions, statutory restrictions tec.
- For FY2025, in line with the guidelines of dividend policy, the Board of Directors recommended a total dividend of ₹2.5 per share.
- For detailed perspective on dividend policy, please refer to the Company's website at www.netwebindia.com.

## FINANCIAL HIGHLIGHTS

### Profit & Loss

(All amounts in Indian Rupees in millions)

| | Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|---|
| I | Income | | |
| | Revenue from operations | 11,490.21 | 7,240.75 |
| | Other income | 93.90 | 118.87 |
| | **Total income (I)** | **11,584.11** | **7,359.62** |
| II | Expenses | | |
| | Cost of materials consumed | 9,117.84 | 5,638.12 |
| | Change in inventories of finished goods and work-in-progress | (292.44) | (192.67) |
| | Employee benefits expense | 621.27 | 500.44 |
| | Finance costs | 40.90 | 62.08 |
| | Depreciation and amortisation expenses | 113.43 | 62.52 |
| | Other expenses | 443.43 | 269.57 |
| | **Total expenses (II)** | **10,044.43** | **6,340.06** |
| III | **Profit before exceptional items and tax (I - II)** | 1,539.68 | 1,019.56 |
| IV | **Exceptional items (net)** | | |

(All amounts in Indian Rupees in millions)

| Particulars | | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|---|
| V | Profit before tax (III + IV) | 1,539.68 | 1,019.56 |
| VI | Tax expense | | |
| | (a) Current tax | 400.55 | 256.65 |
| | (b) Adjustment of tax relating to earlier period | 1.50 | 0.50 |
| | (c) Deferred tax charge / (Credit) | (7.12) | 3.38 |
| | **Total tax expense** | 394.93 | 260.53 |
| VII | Profit for the year (V - VI) | 1,144.75 | 759.03 |
| VIII | Other comprehensive income | | |
| | Items that will not be reclassified to Profit or Loss: | | |
| | - Re-measurement gains / (losses) on defined benefit plans | 0.19 | (23.41) |
| | - Income Tax relating to Items that will not be reclassified to Profit or Loss | (0.05) | 5.89 |
| | **Total other comprehensive income for the year (net of tax)** | 0.14 | (17.52) |
| IX | Total comprehensive income for the year (VII + VIII) | 1,144.89 | 741.51 |
| X | Earnings per equity share (EPS) | | |
| | Basic (in ₹) | 20.25 | 13.91 |
| | Diluted (in ₹) | 20.24 | 13.88 |
| | Face value per share (in ₹) | 2.00 | 2.00 |

### Total Income

The Company's total income increased by 57.4% from ₹7,359.62 mn in FY2024 to ₹11,584.11 mn in FY2025, primarily driven by a 58.7% year-on-year increase in revenue from operations, which rose from ₹7,240.75 mn to ₹11,490.21 mn. This includes income of ₹59.4 mn recognised under the PLI Scheme 2.0. Meanwhile, other income declined by 21.0%, from ₹118.87 mn in FY2024 to ₹93.90 mn in FY2025, primarily due to lower interest income and reduced gains from currency exchange rate fluctuations.

### Revenue from Operations

The Company achieved a significant milestone in FY2025, with revenue from operations increasing by 58.7% year-on-year to ₹11,490.21 mn, up from ₹7,240.75 mn in FY2024. This strong growth was driven by significant demand across key business segments — High Performance Computing (HPC), Private Cloud & Hyper-Converged Infrastructure (HCI), and AI systems and Workstations — along with continued traction in data centre servers and Software and Services for High-end Computing Solutions (HCS). Revenue from Sale of Products grew by 55.4% to ₹10,975.45 mn in FY2025, up from ₹7,064.96 mn in FY2024, led by a 54.6% increase in HPC (from ₹2,623.59 mn to ₹4,054.90 mn), a 52.3% increase in Private Cloud & HCI (from ₹2,643.87 mn to ₹4,026.53 mn), and a 112.0% increase in AI systems and Workstations (from ₹799.00 mn to ₹1,693.84 mn). Revenue from data centre servers grew by 10.6%, from ₹337.00 mn to ₹372.49 mn, while High-Performance Storage Solutions declined by 18.9%, from ₹339.00 mn to ₹274.83 mn. Software and Services for High-end Computing Solutions (HCS) recorded a 159.1% increase, from ₹175.72 mn to ₹455.36 mn, reflecting increased adoption of integrated, value-added offerings across enterprise and institutional clients.

### Other Income

Other income in FY2025 stood at ₹93.90 mn, modestly lower from ₹118.87 mn in FY2024, primarily on account of decline in interest income from bank deposits from ₹80.56 mn in FY24 to ₹72.71 mn in FY25 and reduction in gains from currency exchange rate fluctuations from Rs 29.33 mn in FY24 to Rs 8.25 mn in FY25

### Expenses

The Company's total expenses increased by 58.4 % from ₹6,340.06 mn in FY2024 to ₹10,044.43 mn in FY2025, this increase was largely in line with the significant growth and scale-up in operations during the year. This increase included (i) an increase in the cost of goods sold from ₹5,445.45 mn to ₹8,825.40 mn, reflecting the strong uptick in demand across HPC, AI, and Private Cloud Infrastructure deployments (ii) an increase in employee benefits expense from ₹500.44 mn to ₹621.27 mn, driven by talent acquisition across all company locations and (iii) an increase in other expenses from ₹269.57 mn to ₹443.43 mn, primarily due to increased business activity, travel, professional consultancies, and operational scaling.

### Cost of Materials Consumed

The Company's cost of materials consumed increased by 61.72% from ₹5,638.12 mn in FY2024 to ₹9,117.84 mn in FY2025. This increase corresponded with the substantial revenue growth during the year and reflects the scale-up in order execution. It also encompasses changes in inventories of raw materials, including stocking of critical components to maintain supply chain.





### Change in Inventories of Finished Goods and Work-in-progress

The Company's change in inventories of finished goods and work-in-progress increased from ₹192.67 mn in FY2024 to ₹292.44 mn in FY2025. This increase was primarily reflected the elevated volume of customer order executions and ongoing billing cycles.

### Employee Benefits Expense

The Company's employee benefits expense increased by 24.1 % from ₹500.44 mn in FY2024 to ₹621.27 mn in FY2025, driven by talent acquisition across R&D, AI, and Cloud Service Verticals, as well as Sales, Corporate, Manufacturing and Operations teams This includes (i) an increase in salaries and wages from ₹357.79 mn to ₹541.12 mn attributable to an increase in the number of permanent employees from 362 to 441, underlining our commitment to strengthening talent and supporting business growth; (ii) an overall increase in average compensation in line with competitive remuneration policies; and (iii) a decrease in share-based payment to employees from ₹128.53 mn in FY2024 to ₹51.75 mn in FY2025.

### Finance Costs

The Company's finance costs decreased by 34.1 % from ₹62.08 mn in FY2024 to ₹40.90 mn in FY2025, primarily due to (i) decrease in interest on borrowings from ₹40.12 mn to ₹16.35 mn, (ii) marginal increase in interest on lease liabilities from ₹5.93 mn to ₹6.81 mn, reflecting expanded operational infrastructure, (iii) decrease in interest on others from ₹9.69 mn to ₹4.57 mn, and (iv) increase in other borrowing costs from ₹6.34 mn to ₹13.17 mn.

### Depreciation and Amortisation Expenses

The Company's depreciation and amortisation expenses increased by 81.4 % from ₹62.52 mn in FY2024 to ₹113.43 mn in FY2025, reflecting ongoing investments in fixed assets and technology infrastructure aimed at long-term capability expansion. This was primarily due to an increase in the gross carrying amount of Property, Plant and Equipment from ₹417.83 mn in FY2024 to ₹556.04 mn in FY2025, driven by (i) an increase in gross carrying value of the Plant and Equipment by Rs. 63.68 mn, Buildings by ₹21.66 mn, Furniture and Fixtures by ₹15.06 mn, Office Equipment by ₹7.49 mn, Computers by ₹17.40 mn and Vehicles by ₹10.41 mn, (ii) increase in gross carrying value of other Intangible Assets by ₹0.85 mn, and (iii) increase in carrying amount of right-to-use assets by ₹7.75 mn. As a result, depreciation on tangible assets increased from ₹41.39 mn to ₹86.15 mn, amortisation of intangible assets increased from ₹3.57 mn to ₹3.97 mn, and depreciation of right-of-use assets increased from ₹17.56 mn to ₹23.31 mn.

### Other Expenses

The Company's other expenses increased by 64.5 % from ₹269.57 mn in FY2024 to ₹443.43 mn in FY2025. This was primarily due to an increase in (i) Travelling expenses from ₹41.13 to ₹54.30 mn from increased business activity (ii) Legal & professional expenses from ₹35.79 mn to ₹90.51 mn, reflecting compliance, higher consulting and legal costs associated with expansion (iii) Business Promotion expense from ₹39.60 mn to ₹56.41 mn (iv)Technical Support expenses from ₹32.55 mn to ₹48.90 mn, indicating outflows in technology support (v) Customer support expenses from 3.48 mn to 20.85 mn (vi) Corporate Social Responsibility expenses from ₹7.03 mn to ₹12.99 mn, showcasing the company's commitment to social initiatives. and (vii) Office expenses from ₹17.33 mn to ₹27.95 mn and (viii)Postage and Courier expenses from ₹24.13 mn to ₹33.59 mn

### Profit/(loss) Before Taxes

Profit before tax increased by 51.0%, from ₹1,019.56 mn in FY2024 to ₹1,539.68 mn in FY2025. This growth was primarily driven by a 58.7% increase in revenue from operations, which rose from ₹7,240.75 mn to ₹11,490.21 mn, while total expenses increased by 58.4% from ₹6,340.06 mn to ₹10,044.43 mn.

### Tax Expenses

The Company's total tax expenses increased by 51.6% from ₹260.53 mn in FY2024 to ₹394.93 mn in FY2025 due to an increase in our current tax expense from ₹256.65 mn to ₹400.55 mn, in line with the increase in profit before tax.

### Profit/(loss) for the Year

The Company's profit for the year increased by 50.8%, from ₹759.03 mn in FY2024 to ₹1,144.75 mn in FY2025, primarily driven by a 58.7% increase in revenue from operations, which rose from ₹7,240.75 mn to ₹11,490.21 mn. This growth outpaced the 58.4% increase in total expenses (from ₹6,340.06 mn to ₹10,044.43 mn), while other income declined by 21.0% (from ₹118.87 mn to ₹93.90 mn), and total tax expense increased by 51.6% (from ₹260.53 mn to ₹394.93 mn), in line with higher profitability.

### Significant Changes in Key Financial Ratios

#### Interest Coverage Ratio

The Interest Coverage Ratio improved significantly to 38.64 in FY2025 from 17.42 in FY2024, reflecting a 121.8% year-on-year increase. This improvement was primarily driven by a 46.13% increase in EBIT, supported by strong operational performance, and a 34.1% decline in finance costs due to reduced borrowings and improved cash flow management. The Company's strengthened liquidity and lower interest burden during the year further enhanced its debt-servicing capability.

#### Current Ratio

The Current Ratio declined to 2.33 in FY2025 from 3.13 in FY2024, reflecting a 25.4% year-on-year decrease. While current assets increased by 47.38%, led by higher inventories [+94.35%], trade receivables [+96.67%], and cash and cash equivalents [+89.67%], the ratio moderated due to a 97.6% rise in current liabilities, driven primarily by a 135.3% increase in trade payables.

The sharp rise in payables and overall current liabilities was aligned with the scale-up in business operations and procurement volumes. Additionally, the reduction in bank balances by 92.8% reflects the deployment of IPO proceeds, which had kept current assets elevated in the previous year. Despite the decline, the Company continues to maintain a strong liquidity position and efficient working capital management.

### Net Debt to Equity Ratio

The Net Debt to Equity ratio improved to -0.31 in FY2025 from -0.24 in FY2024, reflecting a 27.1% year-on-year improvement. This change was driven by a 102.4% increase in Net Cash Surplus, from ₹801.0 million to ₹1,621.3 million, supported by strong internal accruals and prudent capital allocation. During the same period, total equity grew by 25.4%, further strengthening the Company's balance sheet. The negative net debt/equity ratio reflects a healthy, debt-light capital structure and improved financial flexibility.

### Return on Net Worth (RoE)

The Company's Return on Net Worth declined to 24.0% in FY2025 from 29.40% in FY2024, reflecting a decline of 537 basis points. While Profit After Tax (PAT) grew by 50.8%, from ₹759.03 million in FY2024 to ₹1,144.75 million in FY2025, the decline in ROE was primarily due to a sharp 84.6% increase in average equity, from ₹2,582.09 million to ₹4,765.42 million. The increase in equity reflects retained earnings and balance sheet strengthening during the year. Despite the moderation, ROE remains healthy and above industry norms, supported by strong operational performance.

### Key Performance Indicators

| Particulars | FY2025 | FY2024 |
|---|---|---|
| Sale of products (in ₹mn) | 10,975.45 | 7,064.96 |
| Sale of services (in ₹mn) | 455.36 | 175.72 |
| Other operating revenue (in ₹mn) | 59.40 | 0.07 |
| Revenue from operations (in ₹mn) | 11,490.21 | 7,240.75 |
| Cost of goods sold (COGS) (in ₹mn)[1] | 8,825.4 | 5,445.45 |
| Gross margin (in %)[1] | 23.19 | 24.8 |
| EBITDA (in Rs. mn)[2] | 1,694.01 | 1,144.16 |
| EBITDA margin (in %)[2] | 14.7 | 15.8 |
| Profit for the year (in ₹mn) | 1,144.75 | 759.03 |
| Profit margin (in %)[3] | 9.9 | 10.48 |
| Return on equity (ROE) (in %)[4] | 24.0 | 29.4 |
| Return on capital employed (ROCE) (in %)[5] | 32.57 | 38.52 |
| Total borrowings (₹mn)[6] | 79.49 | 95.73 |
| Net debt (in ₹mn)[7] | (1,621.34) | (801.02) |
| Net debt-equity ratio (in times)[8] | (0.31) | (0.19) |
| Net debt-EBITDA (in times)[9] | (1.01) | (0.7) |
| Asset turnover ratio (in times)[10] | 22.67 | 16.18 |

Notes:

1. Gross Margin: Percentage of total revenue from operations for the year, less cost of goods sold for the year, divided by total revenue from operations for the year. Cost of goods sold is taken as a sum of the cost of materials consumed and change in inventories of finished goods and work in progress.
2. EBITDA is calculated as profit for the year plus tax expense, depreciation and amortisation and finance cost for the year, while EBITDA margin is the percentage of EBITDA divided by total revenue from operations for the year.
3. Profit margin is a percentage of profit for the year divided by total revenue from operations for the year.
4. Return on Equity is calculated as profit for the year divided by average equity.
5. Return on Capital Employed is calculated as earnings before interest and taxes expenses (EBIT) for the year divided by average capital employed. EBIT is calculated as EBITDA for the year less depreciation for the year, and capital employed is sum of equity, total borrowings and deferred tax liabilities.
6. Total borrowings are current and non-current borrowings plus current and non-current lease liabilities.
7. Net Debt is total borrowings reduced by cash and cash equivalents.
8. Net Debt to equity is calculated as Net Debt divided by equity.
9. Net Debt to EBITDA is calculated as Net Debt divided by EBITDA for the year.
10. Asset Turnover Ratio: Total Revenue from operations for the year divided by average total assets, where total assets represent the sum of Net Block of Property, Plant and Equipment, Capital Work-in-Progress, Right-of-Use Assets, Net Block of Intangible Assets, and Intangible Assets under Development. Average total assets are computed as the average of total assets at the beginning and end of the financial year.

## Research and Development

The Company has a dedicated team relentlessly focused on innovation across both software and hardware domains. The R&D team's deep expertise in high-end computing solutions, their capability to address complex technological challenges, and their continuous drive for innovation, combined with extensive experience in developing cutting-edge products within India, enable the company to remain at the forefront of technological advancement. This foresight allows them to anticipate and shape the evolving needs of customers and the market.

With a dedicated R&D facility, the company has successfully expanded its portfolio to include eight product lines: Tyrone Cluster Manager, KUBYTS, VERTA, ParallelStor, Collectivo, SKYLUS, Tyrone Camarero AI Systems, and GPU Systems. Driven by our in-house R&D expertise, FY2025 marked the launch of Skylus.ai, a composable GPU appliance designed to empower enterprises with AI labs and enable innovation-as-a-service within their organisations. Purpose-built for dynamic GPU resource management across multi-vendor environments, Skylus.ai demonstrates our foresight in addressing the demands of evolving AI workloads and enterprise use cases. Over the year, our R&D efforts led to the addition of over 100 plus new servers, AI systems, and workstation models, significantly expanding our portfolio to deliver customised, performance-optimised deployments across diverse industry needs. The Company's R&D team works from dedicated facilities in Faridabad, Gurgaon, and Hyderabad. As of March 2025, the team comprised 81 members, representing approximately 18.4% of the total workforce, with plans for additional hires.

The R&D team operates from specialised facilities located in Faridabad, Gurgaon, and Hyderabad.

## ESG Initiatives

As a responsible corporate citizen, the Company has made significant strides in aligning with environmental, social, and governance (ESG) objectives. A pivotal step in this journey was the formation of an ESG Committee tasked with assessing the Company's current strengths, capabilities, and identifying any gaps in systems, processes, and data. Leveraging these insights, the Committee formulates and diligently implements a strategic ESG roadmap. During the year under review, the company has undertaken several key initiatives, including the following:

- To ensure effective governance, the Company has established comprehensive policies addressing employee grievances, gender equality, equal employment opportunities, and anti-corruption measures.
- The Company is committed to providing a minimum of 25 hours of training to each employee annually.
- All employees are covered under the Company's mediclaim insurance and accidental insurance schemes. Moving forward, the Company plans to extend life insurance coverage to its workforce.
- The Company aims to source at least 5% of its total energy requirements from renewable sources by the year 2027.

## Risk and Mitigation

| Risk | Impact | Mitigation |
|---|---|---|
| Cybersecurity Risk | With increasing digitalisation, Netweb's solutions are exposed to cyber threats and vulnerabilities. A major breach, whether within its internal systems or via its deployed solutions, could damage customer trust, incur regulatory penalties, and disrupt operations. | The Company implemented robust cybersecurity frameworks aligned with global standards. Its manufacturing facility is certified under ISO/IEC 27001:2013 (Information Security Management System), ensuring strong internal controls over data protection, system access, and threat response. |
| Technology Risk | Rapid technological advancements pose the risk of products or services becoming obsolete. | The Company invests in research and development, enabling it to stay ahead of emerging trends. Moreover, strategic collaborations with leading technology partners such as Intel, AMD, and NVIDIA allow the Company to continuously update and enhance its product and service offerings. |
| Regulatory and Compliance Risk | Netweb operates in sensitive industries such as defence, telecom, and BFSI, which are subject to strict data residency, cybersecurity, and import/ export laws. Non-compliance with government guidelines can lead to disqualification from tenders, fines, or reputational loss. | The Company complies with ISO standards for quality, environment and information security, ensuring that its operations, systems, and product development processes meet stringent statutory and regulatory requirements. Dedicated teams monitor policy developments and ensure timely action to maintain full compliance across jurisdictions. |
| Credit Risk | Delays in customer payments and receivables can negatively affect the Company's profits and cash flow. | The Company has implemented a robust collection and follow-up system to ensure timely recovery of payments, thereby reducing the likelihood of unrealised receivables. |
| Forex Risk | The Company does not engage in hedging transactions to manage foreign currency exposure, implying that fluctuations in exchange rates could negatively impact its business, operating results, and financial condition. | The Company mitigates this risk through natural hedging by aligning its currency inflows and outflows. |
| Client Concentration Risk | The Company faces the risk of significant revenue concentration, with the top 10 customers accounting for the majority of its earnings. Any loss of these key clients could adversely impact its revenue. | Netweb Technologies has a strong track record of successfully retaining its major customers over the years and continues to expand its customer base to mitigate this risk. |
| Reputation Risk | Given the Company's prominence in the Indian HPC and private cloud space, any failure in performance, delayed delivery, security breach, or quality lapse can adversely impact its reputation. | Netweb mitigates this risk through a track record of delivering complex supercomputing and AI infrastructure projects, some of which have been ranked among the Top 500 supercomputers globally. The Company leverages its R&D and indigenous design capabilities to ensure product quality and consistency. |

## Human Resources

Employees are the most valuable asset for the Company. As on March 31, 2025, the Company has 441 permanent employees.

The Company places great emphasis on nurturing in-house talent and promoting a culture of self-motivation and teamwork. Regular training and upskilling are imparted wherever required. The Company aims to be an employer of choice and promotes inclusivity, respects diversity and strong talent retention. As a part of its talent retention programmes, the Company offers Employee Stock Ownership Plan (ESOP) schemes, incentives, performance management systems, rewards and recognitions. The Company values and highly appreciates suggestions from employees and implements it for organisational improvement.

## Internal Controls

The Company has established robust and effective internal control systems commensurate with its size and operations. These stringent controls ensure efficient and prudent utilisation of resources, safeguarding the Company's assets and interests. Transactions are meticulously approved, recorded, and accurately reported, with checks and balances in place to ensure the reliability and consistency of accounting data. The internal control systems cover all areas of the Company's operations and undergo periodic reviews and testing to ensure their effectiveness. The Company places great emphasis on the continuous enhancement of its internal control systems to mitigate risks and improve operational efficiency. The efficacy of the internal checks and control systems is validated by internal audits and statutory auditors.

## Quality Control

The Company has implemented quality systems across its manufacturing facility which is designed to ensure quality of products and solutions offerings. Strict checks have been built as a part of the supplier selection process to ensure that all components purchased are in compliance with the Restriction on the use of Hazardous Substances (RoHS) directive.

The Company has also obtained BIS certification IS 13252 (Part 1):2010/ IEC 60950-1: 2005 for its servers, workstations and storage solutions. The Manufacturing Facility are ISO 14001:2015, (Environment Management System), ISO 9001:2015 (Quality Management System) and ISO/IEC 27001:2013 (Information Security Management System) certified.

The Company's products are subjected to various tests including the HIPOT test, (dielectric, i.e. insulation barrier between hazardous and non-hazardous part, strength testing) insulation resistance test, burn-in test (where products are run for an extended length of time in order to identify any potential problems) and the test for electrostatic discharge. Further the Manufacturing Facility also has a dedicated performance analyser to run 'Linpack' tests before the final product and solutions offerings are dispatched to the customers.

## Cautionary Statement

Certain statements made in this report, including but not limited to the Company's objectives, projections, expectations, and estimates, may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied. Various factors could make a significant difference to the Company's operations and actual results, including but not limited to changes in Government regulations, tax laws, economic developments in India and other countries where the Company conducts business, litigation, and other related factors. This report serves as a cautionary statement, and the Company takes no responsibility for any decisions made based on the information contained herein.





# NOTICE OF 26TH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Twenty Sixth Annual General Meeting ("AGM") of the members of **NETWEB TECHNOLOGIES INDIA LIMITED** ("Company") will be held on Saturday, August 30, 2025 at 03:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board and the Auditor thereon.

2. To declare a final dividend of ₹2.50/- (i.e. 125% of the face value of equity shares of the Company) per equity share for the financial year ended on March 31, 2025.

3. To appoint a director in place of Mr. Niraj Lodha (DIN: 00746701), who retires by rotation, and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

4. Ratification of the Cost Auditors' remuneration for the financial year 2025-26

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

   **RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and approval of the Board of Directors, the remuneration payable to M/s Sunny Chhabra & Co, Cost Accountants, (Membership No. 32469), as appointed by the Board of Directors of the Company on recommendation of the Audit Committee to conduct the audit of the Cost Records of the Company, amounting to ₹80,000/- (Rupees Eighty Thousand Only) per annum plus applicable taxes and reimbursement of out of pocket expenses incurred during the course of audit, be and is hereby ratified and confirmed.

   **RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to perform and execute all such deeds, matters and things as may be deemed necessary or expedient to give effect to this resolution and for the matters annexed therewith or incidental thereto.

5. Payment of commission on Profits of the Company to Mr. Sanjay Lodha, Managing Director of the Company for FY 24-25

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

   **RESOLVED THAT** pursuant to the provisions of section 197, 198 of the Companies Act, 2013 ("Act") read with rules made thereunder, any other applicable provisions of the Act, regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, approval of the shareholders dated January 9, 2023 and based on the recommendation of the Nomination and Remuneration Committee, approval and recommendation by the Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded to make payment of commission to Mr. Sanjay Lodha, Managing Director and promoter of the Company, of an amount not exceeding ₹93,93,103/- [Ninety Three Lakhs, Ninety Three Thousand One Hundred and Three only], based on the profits of the Company, for the financial year 2024-25, which taken together with the remuneration already paid to him for financial year 2024-25, represents only 1.5% of the net profit (calculated under section 198 of the Act) of the Company for the financial year 2024-25.

   **RESOLVED FURTHER THAT** pursuant to regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and are hereby accorded to make payment aforesaid commission which, taken together with remuneration already being paid to Mr. Sanjay Lodha for financial year 2024-25 and, remuneration paid and proposed to be paid by way of commission to the whole time directors of the Company for financial year 2024-25, may exceed 5% of the net profit for the financial year 2024-25 computed in accordance with Section 198 of the Act.

   **RESOLVED FURTHER THAT** the total managerial remuneration paid / payable to the whole time Director(s) of the Company taken together in financial year 2024-25 shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

**RESOLVED FURTHER THAT** Mr. Lohit Chhabra, Company Secretary be and is hereby authorised to do all such acts, deeds and things to give effect to the forgoing resolution."

6. Payment of commission on Profits of the Company to Mr. Navin Lodha, Whole Time Director of the Company for FY 24-25

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

**RESOLVED THAT** pursuant to the provisions of section 197, 198 of the Companies Act, 2013 ("Act") read with rules made thereunder, any other applicable provisions of the Act, regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, approval of the shareholders dated January 9, 2023 and based on the recommendation of the Nomination and Remuneration Committee, approval and recommendation by the Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded to make payment of commission to Mr. Navin Lodha, Whole Time Director and promoter of the Company, of an amount not exceeding ₹54,79,310/- [Fifty Four Lakhs Seventy Nine Thousand Three Hundred Ten only], based on the profits of the Company, for the financial year 2024-25, which taken together with the remuneration already paid to him for financial year 2024-25, represents only 1.1% of the net profit (calculated under section 198 of the Act) of the Company for the financial year 2024-25.

**RESOLVED FURTHER THAT** pursuant to regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and are hereby accorded to make payment aforesaid commission which, taken together with remuneration already being paid to Mr. Navin Lodha for financial year 2024-25 and, remuneration paid and proposed to be paid by way of commission to the whole time directors of the Company for financial year 2024-25, may exceed 5% of the net profit for the financial year 2024-25 computed in accordance with Section 198 of the Act.

**RESOLVED FURTHER THAT** the total managerial remuneration paid / payable to the whole time Director(s) of the Company taken together in financial year 2024-25 shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

**RESOLVED FURTHER THAT** Mr. Lohit Chhabra, Company Secretary be and is hereby authorised to do all such acts, deeds and things to give effect to the forgoing resolution.

7. Payment of commission on Profits of the Company to Mr. Vivek Lodha, Whole Time Director of the Company for FY 24-25

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

**RESOLVED THAT** pursuant to the provisions of section 197, 198 of the Companies Act, 2013 ("Act") read with rules made thereunder, any other applicable provisions of the Act, regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, approval of the shareholders dated January 9, 2023 and based on the recommendation of the Nomination and Remuneration Committee, approval and recommendation by the Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded to make payment of commission to Mr. Vivek Lodha, Whole Time Director and promoter of the Company, of an amount not exceeding ₹54,79,310/- [Fifty Four Lakhs Seventy Nine Thousand Three Hundred Ten only], based on the profits of the Company, for the financial year 2024-25, which taken together with the remuneration already paid to him for financial year 2024-25, represents only 1.1% of the net profit (calculated under section 198 of the Act) of the Company for the financial year 2024-25.

**RESOLVED FURTHER THAT** pursuant to regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and are hereby accorded to make payment aforesaid commission which, taken together with remuneration already being paid to Mr. Vivek Lodha for financial year 2024-25 and, remuneration paid and proposed to be paid by way of commission to the whole time directors of the Company for financial year 2024-25, may exceed 5% of the net profit for the financial year 2024-25 computed in accordance with Section 198 of the Act.

**RESOLVED FURTHER THAT** the total managerial remuneration paid / payable to the whole time Director(s) of the Company taken together in financial year 2024-25 shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.





**RESOLVED FURTHER THAT** Mr. Lohit Chhabra, Company Secretary be and is hereby authorised to do all such acts, deeds and things to give effect to the forgoing resolution.

8. Payment of commission on Profits of the Company to Mr. Niraj Lodha, Whole Time Director of the Company for FY 24-25

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

**RESOLVED THAT** pursuant to the provisions of section 197, 198 of the Companies Act, 2013 ("Act") read with rules made thereunder, any other applicable provisions of the Act, regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, approval of the shareholders dated January 9, 2023 and based on the recommendation of the Nomination and Remuneration Committee, approval and recommendation by the Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded to make payment of commission to Mr. Niraj Lodha, Whole Time Director and promoter of the Company, of an amount not exceeding ₹54,79,310/- [Fifty Four Lakhs Seventy Nine Thousand Three Hundred Ten only], based on the profits of the Company, for the financial year 2024-25, which taken together with the remuneration already paid to him for financial year 2024-25, represents only 1.1% of the net profit (calculated under section 198 of the Act) of the Company for the financial year 2024-25.

**RESOLVED FURTHER THAT** pursuant to regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and are hereby accorded to make payment aforesaid commission which, taken together with remuneration already being paid to Mr. Niraj Lodha for financial year 2024-25 and, remuneration paid and proposed to be paid by way of commission to the whole time directors of the Company for financial year 2024-25, may exceed 5% of the net profit for the financial year 2024-25 computed in accordance with Section 198 of the Act.

**RESOLVED FURTHER THAT** the total managerial remuneration paid / payable to the whole time Director(s) of the Company taken together in financial year 2024-25 shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

**RESOLVED FURTHER THAT** Mr. Lohit Chhabra, Company Secretary be and is hereby authorised to do all such acts, deeds and things to give effect to the forgoing resolution.

9. Appointment of M/s P.C Jain & Co as the Secretarial Auditors of the Company

To consider and if thought fit, to pass, with or without modifications the following resolution as an **ordinary resolution:**

**RESOLVED THAT** pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular number SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of M/s P.C Jain & Co., Company Secretaries (Firm registration no: P2016HR051300), a peer reviewed firm of Company Secretaries in Practice bearing Peer review certificate no. P2016HR051300, as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025- 26 till Financial Year 2029-30 at a remuneration of ₹1,30,000/- [Rupees One Lakh Thirty Thousand only] per annum plus applicable taxes and reimbursement of reasonable out-of-pocket expenses for the financial year 2025-26 and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof).

**RESOLVED FURTHER THAT** the Board of Directors on the recommendation of the Audit Committee be and is hereby authorised to finalise the terms and conditions of appointment including remuneration of the secretarial auditor for the balance period of the tenure.

**RESOLVED FURTHER THAT** The Board of Directors of the Company, (including its committees thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

By Order of the Board

Date: July 31, 2025
Place: Faridabad, Haryana

**Lohit Chhabra**
Company Secretary &
Compliance Officer
M.NO A36610

**NOTES:**

a. Pursuant to General Circular Nos.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020 and other relevant circulars including General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("**MCA**") and in compliance with the provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('Listing Regulations'), 2015, the 26th Annual General Meeting ("AGM") of the Company is being held through VC / OAVM which does not require the physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Plot No. H-1, Block-H, Pocket No. 9, Faridabad Industrial Town, Sector-57, Faridabad, Haryana 121004 i.e. Registered Office of the Company.

b. For the purpose of conducting AGM through VC/OVAM, the Company has entered into an agreement with MUFG Intime India Private Limited (previously known as Link Intime India Private Limited) for facilitating voting through electronic means, as the authorised e-voting agency. MUFG Intime India Private Limited will be providing facilities for voting through remote e-voting and e-voting during the AGM. The Company is providing a two-way teleconferencing facility for the ease of participation of the members.

c. Since this AGM is being held through VC / OAVM, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act 2013 ('Act') and rules made thereunder, the Members who are body corporate(s) are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through remote e-voting and e-voting during the 26th AGM of the Company.

d. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts in respect of the business under Item No. 4 to 9 set out above and relevant details in respect of the Director seeking re-appointment at this AGM, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI'), are annexed hereto. The recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 is also provided in the said Statement

e. The facility for joining the AGM through VC/OAVM shall be open at least 15 minutes before the time scheduled to start the Meeting and shall not be closed till the expiry of 30 minutes after such scheduled time.

f. Members attending the AGM through VC / OAVM (including Members present through authorised representatives) shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

g. Institutional / Corporate Members (i.e. other than individuals/HUF/NRI etc.) are required to send scanned copy of Board Resolution, not later than 48 hours before the AGM, authorising their representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting and e-voting during AGM to the Scrutiniser by email through its registered email at fcspcjain@gmail.com and Company's Registrar & Transfer Agent ("RTA"), MUFG Intime India Pvt. Ltd.(MIIPL') at https://instavote.linkintime.co.in with a copy marked to evoting@nsdl.com and Lohit Chhabra, Company Secretary at complianceofficer@netwebindia.com.

h. Once the vote is cast by the Member, the same shall not be allowed to be changed subsequently or cast again.

i. The Register of Members and the Share Transfer Books of the Company will remain closed from August 23, 2025 to August 30, 2025 (both days inclusive).

j. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote

k. Dividend as recommended by the Board of Directors, if declared at the AGM, will be paid on or before September 29, 2025, i.e. within 30 days from the date of 26th AGM, to those members whose names appear in the Register of Members at the close of the business hours on August 22, 2025 in respect of shares held by them in physical form and whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited at the close of the business hours on August 22, 2025 in respect of shares held by them in dematerialised form.

l. For the purpose of receiving dividend, if declared at the AGM, Members who have furnished/updated their PAN, contact details, postal address with PIN, bank account along with specimen signature, choice of nomination with their Depository Participants (DPs) in case shares are held in electronic form or with the Registrar & Share Transfer Agent of the Company (R&T Agent) in case of the shares are held in physical form, shall be facilitated with electronic transfer of funds by the Company. In line with SEBI Master Circular for Registrars to an Issue and Share Transfer Agents read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, in case of non-availability or non-updation of the aforesaid PAN, bank account details, the dividend shall be withheld and paid only upon furnishing / updation of the aforesaid details

m. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at complianceofficer@netwebindia.com. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

n. In compliance with the MCA Circulars and SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the Notice of the 26th AGM of the Company along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode (unless specifically requested for hard copies by the members) to those Members whose email addresses are registered with their respective Depository Participants ("DPs"), Company or Company's RTA.

   Members may note that the Notice of the AGM and the Annual Report for the year 2024- 25 will also be available on the Company's website at www.netwebindia.com, and also on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The Company has also published a public notice by way of newspaper advertisement in Jansatta and Financial Express with the required details of 26th AGM, for information of Members. The said Notice is also available on the website of MUFG Intime India Private Limited (the Agency for providing the e-voting facility). A copy of the advertisement is also made available on the website of the Company and the Agency.

o. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. For those Members whose email IDs were not available, a Public Notice with regard to the Company's Annual General Meeting was published on August 2, 2025 in Jansatta-Hindi edition, being the principal vernacular language of the district in which the registered office of the Company is situated, and Financial Express in English language, inter-alia providing requisite information and contact details for registering email IDs and queries on e-voting.

p. All shares of the Company are being held by the shareholders in dematerialised form.

q. All documents referred to in the accompanying Notice and statement setting out material facts will be available electronically for inspection for members on all working days between 10.00 a.m to 1.00 p.m upto Saturday August 30, 2025 being the date of the AGM. Members seeking to inspect such documents can send an email at: complianceofficer@netwebindia.com

r. During the AGM, the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the register of contracts or arrangements in which Directors are interested under section 189 of the Act, the Certificate from Secretarial Auditor of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendment thereof and the Memorandum and Articles of Association of the Company shall be available for inspection during the AGM. All documents referred to in the Notice will also be available for electronic inspection from the date of circulation of this Notice up to the date of AGM.

s. Since the AGM will be held through VC / OAVM, the attendance slip and route map are not annexed to this Notice.

t. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal

   This is to inform the members that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.

   SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal https://scores.sebi.gov.in/ in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

   The SMART ODR Portal can be accessed at: https://smartodr.in/login.

u. The Board has appointed Mr. P.C Jain, Membership No 4103, Certificate of Practice No 3349 as the scrutiniser to scrutinise the remote e-voting process and also the e-voting during the AGM in a fair and transparent manner. The scrutiniser shall, after the conclusion of e-voting at the 26th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting system and shall make a consolidated Scrutiniser's Report and submit his report to the Chairman or a person authorised by him in writing, within 2 working days or three days (whichever is less) from the conclusion of the meeting who shall countersign the same.

v. The result declared along with the Scrutiniser's Report shall be placed on the Company's website https://netwebindia.com/investors/corporategovernance.php and on the website of the MUFG Intime India Private Limited ('MIIPL') at https://instavote.linkintime.co.in immediately after declaration. The Company shall simultaneously forward the results to NSE and BSE, where the shares of the Company are listed. The results of the voting will also be displayed on the notice board of the Company at its registered office.

w. A recorded transcript of the meeting shall be uploaded on the website of the Company https://netwebindia.com/investors/corporategovernance.php and the same shall also be maintained in the safe custody of the Company.

x. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their DPs in case shares are held in electronic form or to Company's RTA i.e. MIIPL in case shares are held in physical form.

y. Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed Form can be obtained from the Company's RTA i.e. MIIPL. Members are requested to submit the said details to their DPs in case the shares are held in electronic form and to MIIPL in case the shares are held in physical form.

z. Members having any queries related to accounts and operations or any other matter to be placed at the AGM of the Company, may write to the Company through an email on complianceofficer@netwebindia.com, at least 3 working days in advance of the Meeting. The member must mention his name, demat account number/folio number, email id, mobile number with the query; so that the same will be replied by the Company suitably.

## REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

### Individual Shareholders holding securities in demat mode with NSDL

#### METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

**Shareholders who have registered for NSDL IDeAS facility:**

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login".

b) Enter User ID and Password. Click on "Login"

c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for NSDL IDeAS facility:**

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Proceed with updating the required fields.

c) Post successful registration, user will be provided with Login ID and password.

d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.





Shareholders/Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for a seamless voting experience.

**NSDL Mobile App is available on**

Download on the App Store

GET IT ON Google Play

#### METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

b) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### METHOD 3 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### Individual Shareholders holding securities in demat mode with CDSL

#### METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

**Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.

b) Click on New System Myeasi Tab

c) Login with existing my easi username and password

d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration

b) Proceed with updating the required fields.

c) Post registration, user will be provided username and password.

d) After successful login, user able to see e-voting menu.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

a) Visit URL: https://www.cdslindia.com

b) Go to e-voting tab.

c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

a) Visit URL: https://instavote.linkintime.co.in

### Shareholders who have not registered for INSTAVOTE facility:

b) Click on "**Sign Up**" under 'SHARE HOLDER' tab and register with your following details:

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

**B. PAN:**

Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in **NSDL form**, shall provide 'D' above

**Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
- Enter Image Verification (CAPTCHA) Code
- Click "Submit" (You have now registered on InstaVote).

### Shareholders who have registered for INSTAVOTE facility:

c) Click on "**Login**" under 'SHARE HOLDER' tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit"

d) Cast your vote electronically:

A. After successful login, you will be able to see the "Notification for e-voting".

B. Select 'View' icon.

C. E-voting page will appear.

D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.





A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

### Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

a) Visit URL: https://instavote.linkintime.co.in

b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

c) Fill up your entity details and submit the form.

d) A declaration form and organisation ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to https://instavote.linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

**STEP 2 – Investor Mapping**

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "**Investor Mapping**" tab under the Menu Section

c) Map the Investor with the following details:

A. 'Investor ID' –

i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678

ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.

B. 'Investor's Name - Enter Investor's Name as updated with DP.

C. 'Investor PAN' - Enter your 10-digit PAN.

D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

**STEP 3 – Voting through remote e-voting**

The corporate shareholder can vote by two methods, during the remote e-voting period.

### METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "**Votes Entry**" tab under the Menu section.

c) Enter the "**Event No.**" for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "**16-digit Demat Account No.**" for which you want to cast vote.

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

### OR

### METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will be able to see the "Notification for e-voting".

c) Select "**View**" icon for "**Company's Name / Event number**".

d) E-voting page will appear.

e) Download sample vote file from "**Download Sample Vote File**" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "**Upload Vote File**" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

## Helpdesk:

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

**Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

## Forgot Password:

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Click "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

**User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organisation ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**Other e-voting Instructions**

i. The remote e-voting period commences on Tuesday, August 26, 2025 at 9.00 a.m. and ends on Friday, August 29, 2025 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on Friday, August 22, 2025 (the cut- off date) may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

ii. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, August 22, 2025.

iii. A person whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting and voting during the AGM.

iv. Mr. P.C Jain, Founder, M/s P.C Jain & Co, Company Secretaries has been appointed as the Scrutiniser to scrutinise the voting process (electronically or otherwise) in a fair and transparent manner.

v. The results declared along with the Scrutiniser's Report shall be placed on the Company's website at www.netwebindia.com within 2 working days or three days (whichever is less) from the conclusion of the 26th AGM of the Company to be held on Saturday August 30, 2025.

vi. The contact details for Registrar and Transfer Agent: MUFG Intime India Pvt. Ltd.,

Tel. No. : 022 4918 6270, E-mail : rnt.hepldesk@in.mpms.mufg.com.

## Process and manner for attending the General Meeting through InstaMeet:

1. In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before September 30, 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

**Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.**

***Login method for shareholders to attend the General Meeting through InstaMeet:***

a) Visit URL: https://instameet.in.mpms.mufg.com & click on "Login".

b) Select the "Company Name" and register with your following details:

c) Select Check Box - Demat Account No. / Folio No. / PAN

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

**Instructions for shareholders to Speak during the General Meeting through InstaMeet:**

a) Shareholders who would like to speak during the meeting must register their request with the company.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders to Vote during the General Meeting through InstaMeet:**

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:**

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

**Helpdesk:**

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.





## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

### Agenda Item No 4:

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the re-appointment of M/s Sunny Chhabra & Co, Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2025 -26 at a remuneration of ₹80,000 per annum [Rupees Eighty Thousand only per annum] plus applicable taxes and reasonable out of pocket expenses. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as approved by the Board on the recommendation of the Audit Committee, has to be ratified by the members of the Company. Accordingly, consent of the members is sought by way of an Ordinary Resolution as set out at item no. 4 of the Notice for ratification of the remuneration amounting to ₹80,000 plus applicable GST and out of pocket expenses incurred by them in connection with the aforesaid audit.

The Board of Directors recommend the resolution for the approval of the members.

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

### Agenda Items No 5 to 8:

Pursuant to the approval of the members of the Company in their extra ordinary general meeting held on January 9, 2023, it was approved to make payment of commission to whole time directors based on the net profits of the Company for the respective financial year, as an integral part of the remuneration as per below approved limit which would be subject to the approval of the members in the Annual General Meeting of the concerned financial year.

| Name of the Director | DIN | % Commission on profits |
|---|---|---|
| Mr. Navin Lodha | 00461924 | 0.35% |
| Mr. Niraj Lodha | 00746701 | 0.35% |
| Mr. Vivek Lodha | 00461917 | 0.35% |
| Mr. Sanjay Lodha | 00461913 | 0.60% |
| **Total** | | **1.65%** |

In the financial year 2024–25, the Company achieved significant milestones in revenue and profitability, reflecting strong operational performance and strategic execution. This exceptional growth would not have been possible without the relentless dedication and commitment of Mr. Sanjay Lodha, Mr. Navin Lodha, Mr. Vivek Lodha and Mr. Niraj Lodha. Upon the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee and the approval of the Board of Directors of the Company, ('Board') at their respective meetings held on May 03, 2025, the approval of shareholder is being sought for payment of Commission to whole time directors, as detailed in the table as part of the remuneration, for financial year 2024-25, which shall be payable only after the approval of the members of the Company in the Annual General Meeting.

| Name of the Director | % of profit to be paid as commission | Amount to be paid as commission (In ₹) |
|---|---|---|
| Mr. Navin Lodha | 0.35% | 54,79,310 |
| Mr. Niraj Lodha | 0.35% | 54,79,310 |
| Mr. Vivek Lodha | 0.35% | 54,79,310 |
| Mr. Sanjay Lodha | 0.60% | 93,93,103 |
| **Total** | **1.65%** | **2,58,31,033** |

Pursuant to the transaction being a related party transaction in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee in its meeting dated May 3, 2025 has also approved the payment of commission to the said directors.

As per Regulation 17(6)(e) of SEBI Listing Regulations, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in a general meeting, if the aggregate annual remuneration payable to such executive directors exceeds 5 per cent of the net profits of the listed entity.

For FY 24-25, after taking into account the aforesaid commission proposed to be paid to the Executive Directors/ Whole time directors, the aggregate annual remuneration payable to them may exceed 5 percent of its net profits for FY 24-25. Accordingly, the approval of the shareholders by way of special resolution is being sought.

The following Directors or their relatives are interested in the resolution, to the extent of their shareholding in the Company. None of the Key managerial personnel or their relatives are interested, financially or otherwise.

| NAME OF THE DIRECTORS/ RELATIVES | % OF SHAREHOLDING (AS ON MARCH 31ST, 2025) |
|---|---|
| Sanjay Lodha | 28.30 |
| Navin Lodha | 14.15 |
| Vivek Lodha | 14.15 |
| Niraj Lodha | 14.15 |
| Priti Lodha | 0.001 |
| Anuja Lodha | 0.001 |
| Sweta Lodha | 0.001 |
| Nisha Lodha | 0.001 |

## Agenda Item no. 9

M/s P.C Jain & Co., Company Secretaries, a leading firm of practicing Company Secretaries have vast experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence, Compliance Audit etc. They were appointed as secretarial auditors of the Company for conducting Secretarial Audit for the financial year 2023-24 and 2024-25, however, in accordance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "LODR Regulations") the same shall not be considered for calculating the tenure of Secretarial Auditor. In terms of Regulation 24A of LODR Regulations, the Company shall appoint a peer reviewed firm as secretarial auditors for not more than two (2) terms of five (5) consecutive years each.

P.C Jain & Co is eligible for appointment for a period of five years and on the basis of recommendations of the Audit Committee, the Board of Directors, at its meeting held on May 03, 2025, recommended their appointment as secretarial auditors of the Company, to hold office for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30. The appointment is subject to the approval of the shareholders of the Company. They have given their consent to act as secretarial auditors of the company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India for undertaking audit engagements. Furthermore, in terms of the amended LODR Regulations, M/S P.C Jain & Co has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. The proposed remuneration to be paid for secretarial audit services for the financial year ending March 31, 2026, is 1,30,000 (Rupees One Lakh Thirty Thousand only) plus applicable taxes and reasonable out-of-pocket expenses. Besides the secretarial audit services, the Company may also obtain certifications from PC Jain & Co. under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the firm's qualification, experience, independent assessment & expertise of the partners in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution. The Board recommends the resolution set forth in item no. 9 for the approval of members.





## Notes on Director seeking appointment/re-appointment

**As required under regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standards on General Meetings, particulars of the Director who is to be re-appointed are given below:**

| | |
|---|---|
| Name of the Director | Niraj Lodha |
| Brief resume of the director | |
| Director Identification Number | 00746701 |
| Date of Birth | February 14, 1977 |
| Date of first appointment on the Board of Directors | April 13, 2015 |
| Qualifications | Graduate in commerce |
| Experience including nature of expertise in specific functional areas | 25 + Years of experience in Sales & Marketing |
| List of other Directorships including directorships in other listed entities | 2 [Supermicro Computers (India) Private Limited & Tyrone Systems Private Limited] |
| Chairmanship/ Membership of Committees in other companies | Nil |
| Listed entities from which the director has resigned in the past three years | Nil |
| Relationship with other Directors and Key Managerial Personnel | Mr. Navin Lodha, Brother |
| No. of shares held in the Company | 80,16,125 |
| No. of Board meetings attended during last Financial Year | 4 (Four) out of 6 |
| Details of Remuneration paid/ sought to be paid | Existing Salary and commission on the profits of the Company as approved by the member in the EGM held on January 9, 2023. |
| Remuneration last drawn by the director | Salary and commission as mentioned in the Report on Corporate Governance forming part of the Annual Report |
| Terms and conditions of appointment | Mr. Niraj Lodha was re-appointed as Whole-time Director of the Company for a period of 5 years w.e.f August 15, 2021, liable to retire by rotation. This appointment is being made in terms of section 152(6) of the Companies Act, 2013. |
| Nature of expertise in specific functional area | Sales & Marketing |

# 26TH DIRECTORS' REPORT

Your Directors take the immense pleasure in presenting before you the Twenty-Sixth (26th) Annual Report of Netweb Technologies India Limited ('Company' or 'Netweb') for the financial year ended March 31, 2025 along with Audited Financial Statements and Auditors' Report thereon.

## Financial Summary/Performance of the Company

During the year, the financial performance of the Company, achieved new heights in terms of revenue & other financial aspects and set a new milestone for its future performance. Below is the summary of the financial performance of the Company for the year.

(₹In million)

| PARTICULARS | FY 2024-25 | FY 2023-24 |
|---|---|---|
| Revenue from operations | 11,490.21 | 7240.75 |
| Other income | 93.90 | 118.87 |
| Total income | 11584.11 | 7359.62 |
| EBITDA | 1694.01 | 1144.16 |
| EBITDA Margin (%) | 14.62 | 15.80 |
| Finance costs | (40.90) | (62.08) |
| Depreciation and amortisation expenses | (113.43) | (62.52) |
| Profit before tax | 1539.68 | 1019.56 |
| Current tax | (402.05) | (257.15) |
| Deferred tax | 7.12 | (3.38) |
| Profit after Tax (PAT) | 1144.75 | 759.03 |
| PAT Margin (%) | 9.90 | 10.48 |
| Earnings per equity share (EPS) | 20.20 | 13.91 |

## Overview and State of affairs, Operation of the Company and Future Outlook

During the year under review, the total income of the Company is increased from ₹7359.62 million to ₹11584.11 million, EBITDA increased from ₹1144.16 million to ₹1694.01 million and profit after tax increased from ₹759.03 million to ₹1144.75 million. All the financial aspects of the Company have shown steady and excellent growth.

The detailed analysis on the state of affairs, operation of the Company and future outlook is explained in the Management discussion and analysis report forming part of the Annual Report of the Company for the year under review.

## Transfer to Reserves

The same is also disclosed in the note no. 15 of the notes to the financial statements for the financial year 2024-25 forming part of the Annual Report for the year under review.

## Dividend and Dividend Distribution Policy

In compliance with regulation 43A of the Securities and Exchange Board of India (Listing Obligation and Disclosure requirements) Regulations 2015, the Company has adopted a Dividend Distribution Policy.

The Policy is available at https://netwebindia.com/investors/Dividend%20Distribution%20Policy.pdf. The Policy sets out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividends to its shareholders.

The Board of Directors are pleased to recommend a final dividend of ₹2.50 per equity share for the financial year 2024-25 to the shareholders of the Company i.e. 125% of the face value of shares of the Company. The total cash outflow on account of the payment of Dividend would be 14.16 Crores (approx). The proposed dividend is recommended for the approval of the Members in the upcoming Annual General Meeting.

The Board has decided to keep the remaining amount of profit as reserve for the growth of the Company.

The Dividend, if approved by the Members in the ensuing Annual General Meeting will be paid within 30 days of the Annual General Meeting.

Also, pursuant to the provisions of the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend paid or distributed by the Company on or after April 1, 2020, shall be taxable in the hands of the Members.

The Company shall, therefore, deduct tax at source (TDS) at the time of making the payment of dividends to the shareholders. The Register of Members and Share Transfer Books of your Company shall remain closed from August 23, 2025 to August 30, 2025 (both days inclusive). The record date is August 22, 2025 for the purpose of determining eligible shareholders for the purpose of payment of dividend.

## Transfer of Unclaimed Dividend to Investor Education and Protection Fund

The details of the unclaimed dividend as on March 31, 2025 is available on the website of the Company at https://netwebindia.com/investors/Unclaimed-Dividend-as-on-31st-March-2025.pdf. The details of all unpaid/unclaimed dividend as on the closure of year, will be filed with the Registrar of Companies within 60 days from the date of the AGM.

During the year under review, there is no amount which is required to be transferred to the Investor Education and Protection Fund ("IEPF") as per the provisions of Section 125(2) of the Companies Act, 2013 ("Act").

## Details pertaining to shares in the suspense account

There is no share lying in the unclaimed suspense account or any other escrow account.

## Issued Share Capital and Authorised Capital

During the financial year 2024-25, there was no change in the Authorised Share Capital of the Company. The Authorised Share capital stands at ₹15,00,00,000 [Rupees Fifteen Crores only].

However, the issued and paid-up share capital increased during the financial year 2024-25. The details of the increase in the issued and paid-up share capital are presented in the below table:

| Particulars | No of Shares [Issued and Paid-up Capital] | Share Capital Amount [Issued and Paid-up Capital] |
|---|---|---|
| At the beginning of the financial year 2024-25 | 5,63,65,868 | 11,27,31,736 |
| **Add:** | | |
| Shares issued under the Employee Stock Options Scheme | 2,88,000 | 5,76,000 |
| At the end of the financial year 2024-25 | 5,66,53,868 | 11,33,07,736 |

Note: Face value of equity shares is ₹2 per share.

## Equity Shares with Differential Voting Rights

The Company hasn't issued any equity shares with differential voting rights.

## Report on the utilisation of proceeds of the Initial Public Offer

The Company has appointed 'CRISIL Ratings Limited' as the monitoring agency to monitor the utilisation of the issue proceeds from the Initial Public offer of the Company. The Monitoring agency has duly submitted its report quarterly to the Audit Committee and the Board of Directors. The Audit Committee and Board of Directors duly took note of the same and filed it with the stock exchange as required under Regulation 32(6) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. There were no deviations or variations in the utilisation of issue proceeds from the objects as stated in the offer document for Public Issue of shares of the Company.

Below is the summary of the utilisation of proceeds from the Public issue:

| Sr. No | Original Object | As on March 31, 2025 | | |
|---|---|---|---|---|
| | | Original Allocation [₹In Millions] | Revised Allocation [₹In Millions] | Revised Utilisation [₹In Millions] |
| 1. | Funding Capital Expenditure requirements – Civil construction of the building for the SMT line and interior development | 90.00 | 73.12 | 73.12 |
| | Funding Capital Expenditure requirements – Purchase of equipment/machineries for new SMT production line | 232.86 | 136.60 | 136.60 |
| 2. | Funding long-term working capital requirements | 1280.22 | 1280.22 | 1280.22 |
| 3. | Repayment or prepayment, in full or in part, of certain of outstanding borrowings | 225.00 | 225.00 | 225.00 |
| 4. | General Corporate Purposes (GCP) | 112.160 | 225.30 | 225.30 |

The Unutilised amount of ₹113.14 million after achieving object 1 "Funding our Capital Expenditure requirements-Purchase of equipment/machineries for new SMT production line" Category has been transferred to "General Corporate Purposes (GCP)" pursuant to board resolution dated March 24, 2025. This utilisation towards GCP is in line with the disclosure provided in the offer document dated July 21, 2023 which states ***"If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used towards GCP, provided that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with Regulation 7(2) of the SEBI ICDR Regulations".***

## Deposits

The Company has not accepted any deposit within the meaning of sections 73 and 76 of the Companies Act, 2013 and the rules framed thereunder during the financial year 2024-25 and therefore, no amount of principal or interest was outstanding as on the date of the Balance Sheet. During the year 2024-25, the Company filed E-Form DPT-3 with the ROC in compliance of the Companies Act, 2013.

## Material changes and commitments affecting the financial position of the Company

There has not been any material change or commitment that has occurred between the end of financial year ended on March 31, 2025, and the date of this report that could have affected, in any manner, the financial performance of the Company.

## Credit Ratings

The details of Credit ratings on the Bank facilities availed by the Company as provided by CRISIL Ratings Limited are as follows:

| Date | Credit Rating |
|---|---|
| July 01, 2024 | Long Term Rating: A-/Stable (Reaffirmed)<br>Short Term Rating: A2+ (Reaffirmed) |

## Particulars of Loans, Guarantees or Investments

The Company has adhered to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 in respect of loans, advances and investments made by the Company and the particulars of such loans, advances and investment have been provided in the audited financial statements of the Company forming part of this Annual Report.

## Particulars of contracts or arrangements made with Related Parties

The Company has adopted a policy on materiality of related party transactions and on dealing with related party transactions in compliance with the requirements of the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policy is available on the website of the Company at https://netwebindia.com/investors/Policy%20on%20related%20party%20transactions.pdf. All related party transactions that were entered into during the financial year ended March 31, 2025, were on an arm's length basis and were carried out in the ordinary course of business. Further, during the year, your Company has not entered into contracts or arrangements or transactions with the related parties which could be considered as 'material' in accordance with the Policy of the Company on materiality of Related Party Transactions, as per section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meeting of Board and its Power) Rules 2014 and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations. In view of the above, disclosure in Form AOC-2 is not applicable.

Your Board draws the attention of the members to (refer Note No 38 to the "Notes to Financial Statements").

## Annual Return

As per the requirements of Section 92(3) of the Act and rules framed thereunder, including any statutory modifications/ amendments thereto for the time being in force, the annual return in form MGT-7 for FY 2024-25 is placed on the Company's website. The same can be accessed at www.netwebindia.com/investors/corporategovernance.html.

## Details of material and significant orders passed by the regulators or Courts or Tribunals

During the FY 2024-25, no notices or orders or any directions by any regulator, statutory and quasi-judicial body, court or tribunal were received by the Company which could have affected the working and/or the performance of the Company or going concern status of the Company.

There had been no instances of onetime settlement with any Bank. There had been no corporate insolvency application filed against the Company under any court or any judicial body.

## Details of Subsidiary/ Holding / Joint Venture/Associate Companies

The Company has only one subsidiary Company named Netweb Foundation, a Company incorporated under section 8 of the Companies Act, 2013. By virtue of it being a section 8 company, the consolidation of the financial statements is not required. Form AOC-1 is attached as **Annexure A** for reference of the members.

Further, during the financial year 2024-25, no company became or ceased to become a subsidiary or joint venture or associate Company of your Company.





## Particulars of Employees

The information under Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

a. The ratio of the remuneration of each director & KMP to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year:

| Name | Ratio of Remuneration to the median remuneration of employees | % Increase in remuneration in the financial year |
|---|---|---|
| **Managing Director & Whole Time Directors** | | |
| Mr. Sanjay Lodha | 37.13 | 13.03% |
| Mr. Navin Lodha | 28.14 | 9.74% |
| Mr. Niraj Lodha | 28.14 | 9.74% |
| Mr. Vivek Lodha | 28.14 | 9.74% |
| **Independent Directors** | | |
| Mr. Mrutyunjay Mahapatra | 2.98 | NA |
| Mr. Vikas Modi | 3.78 | NA |
| Mrs. Romi Jatta | 2.61 | NA |
| Mr. Jasjeet Singh Bagla | 1.92 | NA |
| **Chief Financial Officer** | | |
| Mr. Prawal Jain [Upto 14.11.2024] | NA | NA |
| Mr. Ankit Kumar Singhal [from 15.11.2024] | NA | NA |
| **Company Secretary** | | |
| Mr. Lohit Chhabra | 3.41 | 37.14% |

Notes:

(i) The remuneration details in the above table pertain to directors and KMPs as required under the Companies Act, 2013. While calculating the median as presented above and % of increase in remuneration, the value of the stock option is not considered as stock options were not granted to Directors.

(ii) The median and percentage increase in remuneration is not provided for Chief financial officers as they haven't drawn remuneration during the full financial year 2024-25.

(iii) During the fiscal year, 2024-25, Mr. Ankit Kumar Singhal has been granted 804 Employee Stock options.

(iv) Only the Sitting fee was paid to Independent Directors during the year under review.

b. The percentage increase in the median remuneration of employees in the financial year is 18.61%.

c. The number of permanent employees on the rolls of Company are 441 as on March 31, 2025.

d. The average percentile increase already in the salaries of employees is 14.00% and the percentile increase in the managerial remuneration is 11.00%.

e. The Company affirms that the remuneration is as per the remuneration policy of the Company.

f. Nature of employment of all above mentioned employees is permanent.

g. The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other information as required in this rule, is provided in below table:

| Name of the Employees | Designation | Remuneration received (In ₹) | Qualifications | Experience (In Years) | Date of commencement of employment | Age | Past Employment | % of equity shares |
|---|---|---|---|---|---|---|---|---|
| Hirdey Vikram | Chief Sales and Marketing Officer | 17,48,56,375 | B.Tech | 13 | 16-Aug-16 | 36 | HCL Infosystems Limited | Negligible |
| Hemant Agrawal | Chief Operating Officer | 7,21,88,135 | B.Com | 21 | 16-Aug-16 | 53 | Estelle Computers Private Limited | Negligible |
| Mukesh Golla | Chief Research & Development Officer | 7,21,88,135 | B.Tech | 20 | 16-Aug-16 | 44 | NA | Negligible |
| Sanjay Lodha | Chairman & Managing Director | 2,06,20,006 | Post Graduate Diploma in Business Management | 25 | 16-Aug-16 | 53 | NA | 28.30% |
| Tushar Agarwal | VP Sales & Solutions | 1,65,05,009 | B.Tech | 12 | 16-Aug-16 | 39 | NA | Negligible |
| Anuj Kumar | Assistant Director - Customer Support | 1,61,45,458 | BSC | 19 | 16-Aug-16 | 47 | NA | Negligible |
| Vivek Lodha | Whole Time Director | 1,56,28,337 | B.Com | 15 | 16-Aug-16 | 49 | NA | 14.15% |
| Navin Lodha | Whole Time Director | 1,56,28,337 | B.Com | 25 | 16-Aug-16 | 51 | NA | 14.15% |
| Niraj Lodha | Whole Time Director | 1,56,28,337 | B.Com | 15 | 16-Aug-16 | 48 | NA | 14.15% |
| Swastik Chakraborty | VP-Technology | 94,31,772 | MSC | 25 | 03-07-2024 | 49 | Intel Solutions and Services Private Limited | Negligible |

Notes:

The remuneration of those employees who have exercised stock options during the year includes the exercise value of the stock option i.e market value of the stock at the time of exercise during the year determined in accordance with the provisions of the income tax act 1961. Except all, Directors haven't been granted any stock options and remuneration of Mr. Swastik Chakraborty doesn't include exercise value as he was not eligible to exercise the same during the year.

Remuneration to Mr. Sanjay Lodha, Mr. Niraj Lodha, Mr. Navin Lodha and Mr. Vivek Lodha includes commission on profits for the FY 2023-24 received by them in the financial year 2024-25 subject to the approval of shareholders in the AGM of the Company

Mr. Sanjay Lodha and Mr. Vivek Lodha are Brothers. Mr. Navin Lodha and Mr. Niraj Lodha are Brothers.

During the year under review, subject to the approval of the members in the ensuing Annual General Meeting, the Managing Director and Whole Time Directors are entitled to Commission on the profits of the Company, details whereof will be disclosed in the Notice of the Annual General Meeting of the Company.

Further, following are the employees employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees or if employed part of the financial year was receipt in remuneration of more than Rupees eight lakh and fifty thousand rupees per month:

| Name of the Employees | Designation | Remuneration received |
|---|---|---|
| Hirdey Vikram | Chief Sales and Marketing Officer | ₹17,48,56,375 |
| Mukesh Golla | Chief Research & Development Officer | ₹7,21,88,135 |
| Hemant Agrawal | Chief Operating Officer | ₹7,21,88,135 |
| Sanjay Lodha | Chairman & Managing Director | ₹2,06,20,006 |
| Tushar Agarwal | VP Sales & Solutions | ₹1,65,05,009 |
| Anuj Kumar | Assistant Director - Customer Support | ₹1,61,45,458 |
| Vivek Lodha | Whole Time Director | ₹1,56,28,337 |
| Navin Lodha | Whole Time Director | ₹1,56,28,337 |
| Niraj Lodha | Whole Time Director | ₹1,56,28,337 |
| Swastik Chakraborty | VP - Technology | ₹94,31,772 |





## Corporate Governance

The corporate governance philosophy of your Company is derived by the interest of the stakeholders and focuses on the fairness, transparency and business needs of the organisation. Your Company believes that executing strategy effectively and generating shareholder value over the long term requires high standards of corporate governance. The Company always makes constant efforts to set new benchmarks in corporate excellence.

In terms of SEBI Listing Regulations, a separate section on "Corporate Governance" with a compliance report on corporate governance and a certificate from M/s. P.C Jain & Company, Practicing Company Secretaries [FRN: P2016HR051300], Secretarial Auditors of the Company regarding compliance with the conditions of Corporate Governance, has been provided in this Annual Report.

A certificate of the Managing Director and Chief Financial Officer of the Company in terms of Part B of Schedule II of SEBI Listing regulations, inter-alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed as annexure with report on Corporate Governance.

## Employees Stock Option Plan of the Company

Your Company introduced employee recognition schemes in the form of ESOPs and such tools have been constructive in acknowledging employee's contributions in the success of the organisation. The objective of the said ESOPs is to enhance employee motivation, and enable employees to participate, directly or indirectly, in the long-term growth and success of your Company. Also, such tools act as a retention mechanism by enabling employee participation in the business as its active member.

During the reporting year under review, the Nomination and Remuneration Committee allotted 2,88,000 equity shares of ₹2/- each pursuant to exercise of employee stock options by eligible employees under the Netweb Employee Stock Option Plan 2023. Also, during the year, 4935 stock options were granted to the eligible employees of the Company.

Disclosures on details of options granted, shares allotted upon exercise, etc. as required under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are set out in **ANNEXURE B** to this Report. The same is uploaded on the website of the Company at https://netwebindia.com/investors/Stock-Exchange-Filing.php. Further, details of options granted and exercised are included in the notes to accounts forming part of financial statements.

## Internal financial control and its adequacy

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

## Directors' Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:

(i) That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year 2024-25 and of the profit or loss of the Company for the year for the same period;

(iii) That the Directors have taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(iv) That the Directors have prepared the annual accounts on a going concern basis.

(v) That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively

(vi) That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## Report on Management Discussion & Analysis and Corporate Governance

Pursuant to the SEBI Listing Regulations 2015, Management Discussion and Analysis Report, Report on Corporate Governance, Certificate pursuant to Schedule V read with Regulation 34 (3) of the SEBI Listing Regulations and the declaration by the Chairman and Managing Director regarding affirmations for compliance with the Company's Code of Conduct are forming part of the Annual report for the year under review.

Disclosure as per requirement of Section 134(3)(m) of Companies Act, 2013 and Rule 8(3) Of The Companies (Accounts) Rules, 2014

Information as required under Section 134(3)(m) on conservation of energy, Technology Absorption and Foreign exchange Earning and outgo stipulated under section 134(3)(m) of the Companies Act 2013 read with rule 8(3) of the Companies (Accounts) Rules 2014 are given in **Annexure C**.

## Auditors and Auditors Report

- **Statutory Auditors**

  M/s S.S Kothari Mehta & Co. LLP, Chartered Accountants, Firm Registration No 000756N/N500441 of ICAI, was appointed as Statutory Auditor of the Company on September 22, 2022 for 5 years. They have conducted the statutory audit for the financial year 2024-25. The Independent Auditor's Report is forming part of the Annual Report. There have been no qualifications, reservation, disclaimer or adverse remarks given in the report.

- **Secretarial Auditors**

  M/s P.C Jain & Co, Practising Company Secretaries [FRN: P2016HR051300] were appointed as Secretarial Auditors of the Company for the financial year 2024-25 by the Board of Directors on May 01, 2024 for conducting the secretarial audit. The Secretarial Audit Report is attached as **Annexure D**. There have been no qualifications, reservations or adverse remarks given in the report.

  Further, the Board has appointed M/s P.C Jain & Co, Practising Company Secretaries as the Secretarial Auditor of the Company for the next 5 financial years from FY 2025-26 till FY 2029-30 subject to the approval of the shareholders in the ensuing Annual General Meeting.

  Further the Company doesn't have any material unlisted subsidiary Company, so the Company is not required to give details of the secretarial audit of material unlisted subsidiary Company.

- **Cost Audit and Cost Auditors**

  In terms of Section 148 of the Act read with Rule 3 of Companies (Cost Records and Audit) Rules, 2014 ("Cost Audit Rules"), Company is required to maintain cost audit records and conduct cost audit of such records under Rule 4 of Cost Audit Rules. Towards this end, M/s Sunny Chhabra & Co, Practicing Cost Accountants [M. No 32469] were appointed as Cost Auditors of the Company for the financial year 2024-25 by the Board of Directors on May 01, 2024 for conducting Audit of Cost records. The Board has recommended its remuneration to the Shareholders for ratification at the ensuing Annual General Meeting. The said report submitted by the auditor will be filed with the Ministry of Corporate Affairs. There were no qualifications, reservation, or adverse remarks by the Cost Auditors in their report for FY 2024-25.

  Further, the Board has re-appointed M/s Sunny Chhabra & Co, Practicing Cost Accountants as the Cost Auditor of the Company for financial year 2025-26 on July 31, 2025.

- **Internal Auditors**

  M/s Sanmarks & Associates, Chartered Accountants [FRN: 003343N] was appointed as Internal Auditors of the Company for the financial year 2024-25 by the Board of Directors on May 1, 2024. They conducted the audit as prescribed under section 138 of the Companies Act, 2013. Their report was discussed and deliberated by the Audit Committee of the Company. The Board has re-appointed M/s Sanmarks & Associates, Chartered Accountants as the Internal Auditors of the Company for the financial year 2025-26.

- **Compliance with Secretarial Standards**

  The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards viz. SS-1 on Meetings of the Board of Directors and SS-2 on General Meetings as issued by the Institute of Company Secretaries of India and approved as such by the Central Government pursuant to Section 118(10) of the Companies Act, 2013. Your Directors confirm the compliance of the Secretarial Standards during the year under review.

- **Listing on Stock Exchanges**

  The Company's shares are listed on BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE").





- **Details of Directors and Key Managerial Personnel (KMP)**

  Presently, the details of the Board of Directors and Key managerial personnel of the Company comprise the following as of the closure of the financial year 2024-25:

| S. No | Name | Designation | DIN/PAN |
|---|---|---|---|
| 1. | Mr. Sanjay Lodha | Managing Director | 00461913 |
| 2. | Mr. Vivek Lodha | Whole Time Director | 00461917 |
| 3. | Mr. Navin Lodha | Whole Time Director | 00461924 |
| 4. | Mr. Niraj Lodha | Whole Time Director | 00746701 |
| 5. | Mr. Mrutyunjay Mahapatra | Independent Director | 03168761 |
| 6. | Mr. Vikas Modi | Independent Director | 10049413 |
| 7. | Mr. Jasjeet Singh Bagla | Independent Director | 10043442 |
| 8. | Mrs. Romi Jatta | Independent Director | 10045383 |
| 9. | Mr. Ankit Kumar Singhal | Chief Financial Officer | CDTPS2620G |
| 10. | Mr. Lohit Chhabra | Company Secretary & Compliance Officer | ARVPC3562B |

During the year 2024-25, Mr. Prawal Jain resigned from the designation of Chief Financial Officer of the Company on November 14, 2024. Mr. Ankit Kumar Singhal was appointed as the Chief Financial Officer of the Company w.e.f November 15, 2024. There have been no changes in the Board of Directors during the year under review. During the financial year 2024-25, the Board of Directors had met 6 times. The attendance of the Directors is as mentioned below:

| Name of the Directors | Number of meetings attended/total meetings held during the FY 2024-25 | |
|---|---|---|
| | No. of Board Meetings held during their tenure | No. of Board Meetings attended |
| Mr. Sanjay Lodha | 6 | 6 |
| Mr. Vivek Lodha | 6 | 4 |
| Mr. Navin Lodha | 6 | 6 |
| Mr. Niraj Lodha | 6 | 4 |
| Mr. Mrutyunjay Mahapatra | 6 | 6 |
| Mr. Vikas Modi | 6 | 6 |
| Mr. Jasjeet Singh Bagla | 6 | 5 |
| Mrs. Romi Jatta | 6 | 6 |

In accordance with the provisions of the Companies Act, Mr. Niraj Lodha (DIN: 00746701), being the longest in the office is liable to retire by rotation and being eligible, offers himself for reappointment. Accordingly, a resolution seeking his re-appointment is given in the notice of the 26th Annual General Meeting.

## Declaration of Independent Directors of the Company

There are 4 Independent Directors in the Company during the financial year 2024-25. All Independent Directors have submitted declarations confirming that they meet/continue to meet, as the case may be, the criteria of Independence under sub-section (6) of section 149 of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and their continued registration in the databank as maintained by the Indian Institute of Corporate Affairs ("IICA") in line with Rule 6(3) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Pursuant to Schedule IV to the Act and SEBI Listing Regulations, a separate meeting of Independent Directors was held on March 15, 2025, without the attendance of non-independent Directors and members of Management.

Also, the Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV of the Act and have confirmed that they are in compliance with the Code of Conduct for Directors and Senior Management personnel formulated by the Company. In the opinion of the Board, there has been no change in the circumstances, which may affect their status as Independent Director of the Company and the Board is satisfied with the integrity, expertise, experience including proficiency of all the Independent Directors on the Board.

## Performance Evaluation

The Board of Directors, on the basis of criteria specified by the policy for Annual Evaluation of Performance of the Board, its Committees and Directors, has carried out an annual evaluation of its own performance, Board committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations. The performance of the Board was evaluated by the Board after seeking inputs from all the directors based on criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria, such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors based on criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. At the board meeting that followed the meeting of the independent directors and meeting of the Nomination and Remuneration Committee, the performance of the Board, its Committees, and individual directors was also discussed. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated. There are no such observations given during the evaluation.

Further, the independent directors of the Company, at their separate meeting held during the financial year 2024-25, reviewed the performance of non-independent directors, the board of directors as a whole, the performance of the Chairperson of the Company and assessed the quality, quantity and timeliness of flow of information between the Management of the Company and the Board that is necessary for the Board of directors to effectively and reasonably perform their duties.

## Familiarisation Program of Independent Directors

Details of the familiarisation program are provided in the Corporate Governance Report, forming part of the Annual Report of the Company. Web link of familiarisation programme undertaken for Independent Directors is https://netwebindia.com/investors/Disclosure-under-Regulation-46.php.

## Committees of the Board and related Policies

During the year 2024-25, in compliance with the SEBI listing regulations, the Company has constituted mandatory committees as mentioned below. The number of meetings held during the year and the participation of the members in the meetings are mentioned below.

- **Nomination and Remuneration Committee**

| Name of the Member | Position in the Committee | No of meetings in which the member is entitled to attend | No of meetings attended by the members |
|---|---|---|---|
| Mr. Jasjeet Singh Bagla | Chairperson | 6 | 6 |
| Mrs. Romi Jatta | Member | 6 | 6 |
| Mr. Vikas Modi | Member | 6 | 6 |
| Mr. Sanjay Lodha | Member | 6 | 6 |

Further, Company's policy on appointment of directors and remuneration including criteria for determining qualifications, positive attributes, independence of Directors etc is specified in the Nomination and Remuneration Policy of the Company. The NRC Policy of the Company is available on the website of the Company at https://netwebindia.com/investors/Nomination%20and%20Remuneration%20Policy.pdf.

- **Audit Committee**

| Name of the Member | Position in the Committee | No of meetings in which the member is entitled to attend | No of meetings attended by the members |
|---|---|---|---|
| Mr. Vikas Modi | Chairperson | 6 | 6 |
| Mr. Mrutyunjay Mahapatra | Member | 6 | 6 |
| Mr. Sanjay Lodha | Member | 6 | 6 |

- **CSR Committee**

| Name of the Member | Position in the Committee | No of meetings in which the member is entitled to attend | No of meetings attended by the members |
|---|---|---|---|
| Mr. Sanjay Lodha | Chairperson | 2 | 2 |
| Mr. Navin Lodha | Member | 2 | 2 |
| Mr. Jasjeet Singh Bagla | Member | 2 | 2 |





- **Stakeholders Relationship Committee**

| Name of the Member | Position in the Committee | No of meetings in which the member is entitled to attend | No of meetings attended by the members |
|---|---|---|---|
| Mrs. Romi Jatta | Chairperson | 1 | 1 |
| Mr. Sanjay Lodha | Member | 1 | 1 |
| Mr. Navin Lodha | Member | 1 | 1 |

- **Risk Management Committee**

Involvement of various types of risks is prone to almost all types of industries and the management of your Company is aware of it and is in the process of identification, assessment and mitigation of such risks. The Company has framed a Risk Management Policy to identify and assess the risk areas, monitor and report compliance and effectiveness of the policy and procedure. The Policy seeks to create transparency, minimise adverse impact on the business objectives and enhance the Company's competitive advantage. Company has constituted Risk Management Committee consisting of the following members and their attendance in the meeting of the Committee held during the year:

| Name of the Member | Position in the Committee | No of meetings in which the member is entitled to attend | No of meetings attended by the members |
|---|---|---|---|
| Mr. Mrutyunjay Mahapatra | Chairperson | 2 | 2 |
| Mr. Sanjay Lodha | Member | 2 | 2 |
| Mr. Navin Lodha | Member | 2 | 1 |

Risk Management Policy is available on the Company's website at https://netwebindia.com/investors/Risk%20Management%20Policy.pdf.

## Corporate Social Responsibility

The brief outline of the CSR Policy of the company and the initiatives undertaken by the Company on CSR Activities during the year are set out in **Annexure E** of this report in the format as prescribed in the Company (CSR Policy) Rules 2014. CSR policy of the Company is available on the website of the Company at https://netwebindia.com/investors/Revised-CSR-Policy.pdf.

## Disclosure under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has always believed in providing a safe workplace for every woman employee working with your Company. Your Company has a policy on the prevention of sexual harassment at the workplace which is in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder. Your Company has complied with the provisions relating to the constitution of the Internal Complaints Committee (ICC) and the same has been duly constituted in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Also, the Company had organised training programs concerning sexual harassment from time to time, for its employees and staff. The said training programs and workshops helped create the necessary awareness and encourage a cooperative environment in the organisation. Details on complaints as required to present are as follows:

### The number of sexual harassment complaints received during the year:

Nil

### The number of such complaints disposed of during the year:

Not Applicable

### The number of cases pending for a period exceeding ninety days:

Not Applicable

## Maternity Benefits

Your Company is in compliance of the Maternity Benefit Act, 1961.

## Business Responsibility and Sustainability Report (BRSR)

A Business Responsibility and Sustainability Report as per Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, detailing the various initiatives taken by your Company on the environmental, social and governance front, forms an integral part of the Annual Report.

The Company has prepared this BRSR Report containing a report of responsible business practices of the Company during financial year 2024-25. The ESG Committee was constituted by the Board, to discharge its oversight responsibility on matters related to organisation-wide ESG initiatives, priorities and leading ESG practices. The ESG Committee consists of the following members:

| Name of the Member | Position in the Committee |
|---|---|
| Mr. Vivek Lodha | Chairperson |
| Mr. Ankit Kumar Singhal | Member |
| Mrs. Chhavi Bahal | Member |
| Mrs. Swapnil | Member |
| Mr. Lohit Chhabra | Member |

## Vigil Mechanism

The Company has a Whistle Blower Policy cum Vigil Mechanism for directors and employees in conformation with Section 177(9) of the Act and Regulation 22 of SEBI Listing Regulations, to report genuine concerns and grievances about illegal and unethical practices. This Policy is available on the Company's website at https://netwebindia.com/investors/Whistle%20blower%20policy.pdf.

Details in respect of Fraud reported by Auditors under sub-section (12) of section 143 other than those which are reportable to central government

During the year under review, auditors of the Company viz. statutory auditor, secretarial auditor and cost auditor has not reported to the Audit Committee any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in this Report under Section 143 (12) of the Companies Act, 2013.

## Cautionary Statement

The information in the Annual report describing the Company's objectives and projections may constitute 'forward looking statements' within the meaning of applicable rules, laws and regulations. Although, the actual results may differ.

## ACKNOWLEDGEMENT

We thank our stakeholders including our clients, vendors, investors, bankers and employees for their continued support. We place on record our appreciation for the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation and support.

We thank the Government of India, the Ministry of Corporate Affairs, the Central Board of Direct Taxes, the Central Board of Indirect Taxes and Customs, GST authorities, Stock Exchanges and Securities and Exchange Board of India (SEBI), various departments under the state governments for their support, and look forward to their continued support in the future.

By order of Board of Directors
For Netweb Technologies India Limited

Place: Faridabad
Date: July 31, 2025

**Sanjay Lodha**
Chairman and Managing Director
DIN:00461913





## ANNEXURE A

## Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

### Part "A": Subsidiaries

| Sl. No. | Particulars | Details |
|---|---|---|
| 1. | Name of the subsidiary | Netweb Foundation |
| 2. | Reporting period | March 31, 2025 |
| 3. | Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries | 2024-25 |
| 4. | Share capital | ₹1,00,000 |
| 5. | Reserves & surplus | ₹(1,74,370) |
| 6. | Total assets | ₹34,631 |
| 7. | Total Liabilities | ₹1,09,000 |
| 8. | Investments | - |
| 9. | Turnover | - |
| 10. | Profit/ (Loss) before taxation | ₹(1,09,990) |
| 11. | Provision for taxation | - |
| 12. | Profit/(Loss) after taxation | ₹(1,09,990) |
| 16. | Proposed Dividend | - |
| 17. | % of shareholding | 99% |

Place: Faridabad
Date: July 31, 2025

For and on behalf of the Board of Directors

**Sanjay Lodha**
Chairman & Managing Director
DIN: 00461913

**Navin Lodha**
Director
DIN:00461924

**Ankit Kumar Singhal**
Chief Financial Officer

**Lohit Chhabra**
Company Secretary & Compliance Officer
M.No A36610

## ANNEXURE B

**Disclosures pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 read with Part F of Schedule I of the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 for the Financial year 2024-2025**

| | | |
|---|---|---|
| | The Netweb Employees Stock Option Scheme, 2023 ("the Scheme") is in compliance with SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (SBEB Regulation). | |
| A | Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in this regard from time to time | Details have been provided in the Notes no 52 of notes to the Financial Statements in the Annual report 2024-25 . |
| B | Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time | Basic EPS for the financial year is ₹20.25 per share and Diluted EPS is ₹20.24 per share. |
| C | Details related to ESOS | |
| (i) | A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including | |
| | (a) Date of shareholders' approval | January 09, 2023, with further revision on February 23, 2023. Post IPO of the Company, shareholders approved to ratify the PRE-IPO scheme on October 17, 2024, through Postal Ballot process. |
| | (b) Total number of options approved under ESOP Scheme | 25,46,199 |
| | (c) Vesting requirements | As per the grant letter issued to the eligible employees of the Company. |
| | (d) Exercise price or pricing formula | ₹2/- per share |
| | (e) Maximum term of options granted (Exercise period) | 1-3 years |
| | (f) Source of shares (primary, secondary or combination) | Primary |
| | (g) Variation in terms of options | Nil |
| (ii) | Method used to account for ESOS – Intrinsic or fair value. | Fair Value |
| (iii) | Where the company opts for the expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed. | N.A. |
| (IV) | Option movement during the year | |

| Particulars | Nos |
|---|---|
| Number of options outstanding at the beginning of the period | 6,04,584 |
| Number of options granted during the year | 4935 |
| Number of options forfeited / lapsed during the year | 29,520 |
| Number of options vested during the year | 2,87,064 |
| Number of options exercised during the year | 2,88,000 |
| Number of shares arising as a result of exercise of options | 2,88,000 |
| Money realised by exercise of options (₹) | 5,76,000 |
| Variation of Terms of Options | Nil |
| Number of options outstanding at the end of the year | 2,91,999 |
| Number of options exercisable at the end of the year | Nil |





(v) Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.

Weighted average exercise price of options granted during the year whose

| Details of Esop | Esop Scheme 2023 |
|---|---|
| Exercise price Equals to Market Price | NA |
| Exercise price exceeds Market Price | NA |
| Exercise price Less than Market Price | ₹2.00 |
| Weighted average fair value of options granted during the year whose | |
| Exercise price Equals to Market Price | NA |
| Exercise price exceeds Market Price | NA |
| Exercise price Less than Market Price | ₹813.51 |

| | | |
|---|---|---|
| (vi) | Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to: | |
| | a. Senior Managerial personnel/Key managerial personnel as defined under Regulation 16(d) of the SEBI (LODR) Regulations,2015 | During the year under review, 804 options were granted to Mr. Ankit Kumar Singhal, Chief Financial Officer of the Company. |
| | b. any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; | During the year under review, it is not applicable |
| | c. identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant. | During the year under review, it is not applicable |
| (vii) | A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information: | |
| | Method & Model | During the FY 2024-25 the options were granted based on the fair value of the options are determined using the Black-Scholes Model.<br>Some of the important Assumption to estimate fair value are:<br>1. The price of the underlying instrument follow a process with consistent drift and volatility.<br>2. Stock prices follow a log normal distribution because asset price cannot be negative.<br>3. There are no riskless arbitrage opportunities.<br>4. Market prices cannot be predicted.<br>5. Share returns are normally distributed, thus volatility is consistent over time. |

**Significant assumptions**

| | |
|---|---|
| The Weighted average value of share price | ₹2742.51 |
| Exercise price | ₹2.00 |
| Expected volatility | 45.1% |
| Expected option life | 2.04 Years (AVG) |
| Expected dividend yield | 0.00% |
| Risk free interest rate | 6.46% |
| The method used and the assumptions made to incorporate the effects of expected early exercise | Not Applicable |
| How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility | The expected volatility of the Company's Equity Shares is computed on the basis of the historical volatility of relevant Data processing and outsourced services company operating in India. |
| Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition | Based on Management's best estimate and multiple factors related to the Company's financial projections. |

**Disclosures in respect of grants made in three years prior to IPO under each ESOS**

905472 options have been granted out of the total 25,46,199 pool of options prior to the IPO.

## ANNEXURE C

## Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

(Pursuant to Section 134 (3) (m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014)

### A. CONSERVATION OF ENERGY

The Company has always been conscious of the importance of the conservation of energy at all the stages of the operational level and ensures that adequate steps and measures are taken by the Company from time to time to minimise energy consumption in its manufacturing facilities and offices, wherever possible. Energy is the most pivotal part of the Company manufacturing activities.

#### (i) The steps taken or impact on conservation of energy:

We are continuously taking the following steps to conserve energy:

1. Company always uses high efficiency power supplies i.e. 80 Plus Gold or higher power supplies in its equipment to ensure minimal power wastage.
2. The Company encourages LED usage and ensures that all lighting in our organisation is done using power-efficient equipment. Encouraged all our employees to always save power by turning off non-essential equipment. We always turn off the air-conditioner and lights during breaks to conserve energy.
3. We also ensure that all systems in our data centres which are not running any workload are shut down.
4. IT equipment consumes tremendous amounts of power and consequently generates a lot of heat. Removal of this heat requires air conditioning which consumes a substantial amount of power. Company is exploring alternate cooling methodology (such as use of liquid to remove heat) to optimise power consumption in the same.
5. Optimised Power Utilisation: Enhanced the power efficiency of the data centre and departmental operations.
6. Automated System Load Checks: Implemented automatic scripts to monitor system load, shutting down idle systems to save energy
7. Virtualisation: Transitioned most workloads to virtual environments such as VDI, virtual servers, and LXD, reducing the number of physical servers and networking equipment
8. The equipment used by the Company required proper grounded earthing and we ensure regular checking and take corrective action to keep it in good health. This ensures safety of people and equipment.
9. Regularly monitoring health of the system installed that is providing ground earthing to all the electrical equipment & machinery to eliminate the shock hazard and protect equipment from high voltage.
10. Our manufacturing building has been designed to permit use of the maximum amount of natural lighting.

#### (ii) The steps taken by the Company for utilising alternate sources of energy:

The Company is exploring the alternate source of energy.

#### (iii) The capital investment on energy conservation equipment:

The Company is exploring the suitable investment idea as referred above.

### B. TECHNOLOGY ABSORPTION

#### (i) the efforts made towards innovation, technology development, absorption and adaptation

- Powerful AI-driven platform designed to streamline workflows, reduce manual effort, and boost productivity across various business functions. It offers intelligent sub-services that simplify complex tasks involving innovation & code development.
- Storage Enhancement using the advanced storage mechanism like, distributed storage systems, AI-driven storage systems, Unified Storage solution technology

#### (ii) the benefits derived like product improvement, cost reduction, product development or import substitution

Netweb Technologies has achieved a significant milestone in indigenous product innovation by transforming its cloud platform into a unified orchestration layer optimised for AI, HPC, and enterprise workloads. Ongoing advancements in intelligent platform development have enabled the company to expand into cutting-edge domains such as artificial intelligence, cloud infrastructure, storage technologies, and systems development. To accelerate development cycles and enhance product efficiency, the product engineering teams have strategically adopted AI-powered code generation tools.

#### (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

(a) the details of technology imported: NA

(b) whether the technology has been fully absorbed: NA

(c) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and: NA

#### (iv) the expenditure incurred on Research and Development:

₹10.02 Crores including capex during the year.

### C. Foreign Exchange Earnings and Outgo

| Particulars | Amount [In ₹] |
|---|---|
| Foreign exchanges outgo | ₹498,40,57,884.64 |
| Foreign exchanges earning | ₹64,47,05,064.89 |

## Annexure D

## Form No. MR-3

## SECRETARIAL AUDIT REPORT

## FOR THE FINANCIAL YEAR ENDED March 31, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and regulation 24 of the Securities and Exchange Board of India (Listing obligation and disclosure requirements) regulations 2015]

To,
The Members,
**Netweb Technologies India Limited**
Plot No H-1, Pocket 9, Faridabad Industrial Town (FIT),
Sector-57, Ballabhgarh,
Faridabad, Haryana-121004

Dear Members,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Netweb Technologies India Limited, CIN: L72100HR1999PLC103911 (hereinafter called "the Company")**. The Secretarial Audit was conducted for the Financial Year 2024-25 in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of the secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

a) The Companies Act, 2013 (the Act) and the rules made there under;

b) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

c) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

d) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings; **(Not applicable for the period under review)**

e) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

   (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;

   (ii) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (iii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;

   (iv) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable for the period under review)**

   (v) The Securities and Exchange Board of India (Share-based Employee Benefits and Sweat Equity Share) Regulations, 2021;

   (vi) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable for the period under review)**

   (vii) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;

   (viii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable for the period under review)**

   (ix) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable for the period under review)**

f) Other Laws which are specifically applicable to the company namely:

   (i) The Factories Act, 1948

   (ii) The Workmen's Compensation Act, 1923

   (iii) The Employees' State Insurance Act, 1948 (ESI Act)

   (iv) Employees Provident and Miscellaneous Provisions Act, 1952

   (v) Employees Exchanges (Compulsory Notification of Vacancies) Act, 1959

   (vi) Minimum Wages Act, 1948

   (vii) Payment of Wages Act, 1936

   (viii) Payment of Bonus Act, 1965

   (ix) Payment of Gratuity Act, 1972

   (x) Maternity Benefits Act 1961

   (xi) Industrial Employment And Standing Orders Act, 1946

   (xii) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

   (xiii) Plastic Waste Management Rules, 2016,

   (xiv) E-Waste (Management) Rules 2022

   (xv) Battery Waste Management Rules, 2022

   (xvi) Shops and Commercial Establishments Act, 1958

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs.

(ii) The Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**We further report that:**

The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There is no change in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent as required under the Companies Act, 2013, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period no specific events/actions were taken by the Company which has a major bearing on the Company's affairs in pursuance of the act, rules, regulations, guidelines, standards, etc except-

(i) During the period under review, the Company has made the allotment of 2,88,000 Equity Shares of the Company at the face value of ₹2 each, aggregating to ₹5,76,000 under the Netweb Employee Stock Option Plan 2023 during the period under review.

(ii) During the period under review, there was a violation of the Code of Conduct under Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015 by one Designated Person (DP) regarding the execution of Trading without seeking pre-clearance for sell / purchase trades entered and Execution of contra trade for tranches entered for the total number of 8,660 equity shares. Company issued warning letter to Designated Person and the profit earned due to contra trade ₹58,700 was deposited to Investor Protection and Education Fund (IEPF) administered by SEBI & the same has been intimated to the Stock Exchange(s).

Place: Faridabad
Date: May 3, 2025
UDIN: F004103G000258005
ICSI Peer Review Regd No.: 831/2020

For P. C. Jain &Co.
Company Secretaries
(FRN: P2016HR051300)

**(P.C. Jain)**
Managing Partner
M. No: FCS 4103
CP No.3349

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'Annexure A'

To,
The Members,
Netweb Technologies India Limited
Plot No H-1, Pocket 9, Faridabad Industrial Town (FIT),
Sector-57, Ballabhgarh, Faridabad, Haryana-121004

Dear Members,

Our Secretarial Audit Report for the financial year 2024-2025 of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts were reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records, personal records of employee(s) and Books of Accounts of the company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and the happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, and standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Faridabad
Date: May 3, 2025
UDIN: F004103G000258005
ICSI Peer Review Regd No.: 831/2020

For P. C. Jain &Co.
Company Secretaries
(FRN: P2016HR051300)

**(P.C. Jain)**
Managing Partner
M. No: FCS 4103
CP No.3349





## ANNEXURE - E

## Report on CSR Activities for FY 2024-25

### 1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY

Corporate Social Responsibility ('CSR') is a way of conducting business, by which corporate entities visibly contribute to the social good and the welfare of society at large with an aim to improve the quality of life of people. The Company feels that the essence of CSR is to integrate economic, environmental and social objectives with the Company's operations and growth. CSR is the process by which an organisation thinks about and evolves its relationships with society for the common good and demonstrates its commitment by giving back to society for the resources it used to flourish by adopting of appropriate business processes and strategies. To give further force to this cause, the Company endeavours to manage its operations with an emphasis on Sustainable development to minimise impact on the environment and promote inclusive growth.

Corporate Social Responsibility is a management concept, whereby the Company strives to integrate social and environmental concerns in our business operations. The policy provides for undertaking any activity prescribed under Schedule VII to the Companies Act, 2013 to attain the goal of sustainable and overall development of the society wherein the Company is carrying out its business operations.

The Company understands to strike a balance between the overall objectives of achieving corporate excellence vis-à-vis the company's responsibilities towards the community.

The Board of Directors ("Board") of Netweb Technologies India Limited, has adopted the policy and procedures striving for economic and social development that positively impacts the society at large and more specifically communities in which the Company operates.

The Company has framed the Policy as per the requirement of Sections 135 of the Companies Act, 2013 ("Act") read with applicable Rules and Regulations under the Act.

The main objective of CSR policy is to make CSR a key business process for the sustainable development of society. Netweb Technologies India Limited will act as a good corporate citizen and the objective of the policy is to actively contribute to the social, environmental and economic development of the society in which the company operates.

### 2. COMPOSITION OF CSR COMMITTEE:

The CSR committee consists of following members:

| | | |
|---|---|---|
| 1) | Mr. Sanjay Lodha | : Chairman (Managing Director) |
| 2) | Mr. Navin Lodha | : Member (Whole Time Director) |
| 3) | Mr. Jasjeet Singh Bagla | : Member (Independent Director) |

### 3. Provide the web-link(s) where the Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company.

Below are the details of disclosure on the website of the Company:

| Particulars | Weblink |
|---|---|
| CSR Committee composition | https://netwebindia.com/investors/corporategovernance.php |
| CSR policy | https://netwebindia.com/investors/Revised-CSR-Policy.pdf |
| CSR Projects | https://netwebindia.com/investors/csr_24-25.php |

### 4. DETAILS OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014, IF APPLICABLE (ATTACH THE REPORT). :

Not applicable during the financial year 2024-25.

### 5. DETAILS OF THE AMOUNT AVAILABLE FOR SET OFF IN PURSUANCE OF SUB-RULE (3) OF RULE 7 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014 AND AMOUNT REQUIRED FOR SET OFF FOR THE FINANCIAL YEAR, IF ANY

| Sl. No. | Financial Year | Amount available for set-off from preceding financial years (in ₹) | Amount required to be set-off for the financial year, if any (in ₹) |
|---|---|---|---|
| 1 | 2024-25 | Nil | Nil |
| | Total | - | |

## 6. AVERAGE NET PROFIT BEFORE TAX OF THE COMPANY FOR LAST THREE FINANCIAL YEARS/ PRESCRIBED CSR EXPENDITURE (TWO PER CENT. OF THE NET PROFIT)

The calculation of Net profit for the last three is as follows:

| Particulars | Amount ₹ |
|---|---|
| Net Profit before tax (as per section 198) of FY 21-22 | 30,40,10,689 |
| Net Profit before tax (as per section 198) of FY 22-23 | 62,23,40,000 |
| Net Profit before tax (as per section 198) of FY 23-24 | 1,02,15,90,161 |
| Total (A) | 194,79,40,850 |
| Average of Net Profit of the preceding 3 Financial Years (B) =(A/3) | 64,93,13,617 |
| Prescribed CSR expenditure (2% of last three year profit before tax) (C)=(B*2%) | 1,29,86,272 |

**7.** (a) Two percent of average net profit of the company as per section 135(5): ₹1,29,86,272

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial year – Nil

(c) Amount required to be set off for the financial year, if any – Nil

(d) Total CSR obligation for the financial year (7a+7b-7c) - ₹1,29,86,272

**8.** a) CSR amount spent or unspent for the financial year:

| Total Amount Spent for the Financial Year. (in ₹) | Amount Unspent (in ₹) | | | | |
|---|---|---|---|---|---|
| | Total Amount transferred to Unspent CSR Account as per section 135(6). | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) | | |
| | Amount. | Date of transfer | Name of the Fund | Amount | Date of transfer |
| 1,28,85,000 | - | - | PM Cares Fund | 46,038 | 29.04.2025 |
| | | | PM Cares Fund | 55,234 | 01.05.2025 |

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

| 1 | 2 | 3 | 4 | 5 | | 6 | 7 | 8 | 9 | 10 | 11 | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Sl. No./ Date | Name of the Project. | Item from the list of activities in Schedule VII to the Act | Local area (Yes/ No) | Location of the project | | Project duration | Amount allocated for the project (in ₹) | Amount spent in the current financial Year (in ₹) | Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹) | Mode of Implementation - Direct (Yes/No) | Mode of Implementation - Through Implementing Agency | |
| | | | | State. | District. | | | | | | Name | CSR Registration number. |
| | - | - | - | - | - | - | - | - | - | - | - | - |
| **Total** | - | - | - | - | | - | - | - | - | - | | |

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

| (1) | (2) | (3) | (4) | | (5) | (6) | (7) | (8) | |
|---|---|---|---|---|---|---|---|---|---|
| Sl. No. | Name of the Project | Item from the list of activities in schedule VII to the Act | Local area (Yes/ No) | | Location of the project | Amount spent for the project (in ₹) | Mode of implementation - Direct (Yes/No) | Mode of implementation - Through implementing agency. | |
| | | | State | District | | | | Name | CSR registration number |
| 1. | Choti Si Asha | Skill Development | No | Haryana | Chandigarh | 5,00,000 | Yes | - | - |
| 2. | Summer School Program by Society for Promotion of Science & Technology | Education | Yes | Haryana | Faridabad | 8,60,000 | Yes | - | - |
| 3. | Co Veda Integral Community | Education | No | Haryana, | Chandigarh | 5,00,000 | Yes | | |
| 4. | Sankhya Educational Society | Education | No | Uttar Pradesh | Lucknow | 28,00,000 | Yes | | |
| 5. | Support to Mountaineer | Training of Nationally recognised Sports | No | - | - | 8,00,000 | Yes | | |
| 6. | Indian Institute of Technology, Roorkee | Education | No | Uttrakhand | Roorkee | 5,00,000 | Yes | | |
| 7. | National Council for climate change & Sustainable development | Rural Development | Yes | Gujarat | Ahmedabad | 5,00,000 | Yes | | |
| 8. | Sanskriti Society for Education | Education | No | Uttar Pradesh | Mathura | 35,00,000 | Yes | | |
| 9. | Bharat Vikas Parishad | Health | Yes | Haryana | Faridabad | 5,00,000 | Yes | | |
| 10. | Tata Medical Centre Trust | Health | No | West Bengal | Kolkata | 10,00,000 | Yes | | |
| 11. | Tata Institute of Fundamental Research | Education | Yes | Maharastra | Pune | 2,50,000 | Yes | | |
| 12 | Saraswati Vedic Sanstha | Education | Yes | Haryana | Faridabad | 1,75,000 | Yes | | |
| 13. | Jivan Jyot Foundation | Education | Yes | Gujarat | Ahmedabad | 13,00,000 | Yes | | |
| | **Total** | | | | | **1,28,85,000** | | | |

(d) Amount spent in Administrative Overheads: Nil

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

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) – ₹1,28,85,000

(g) Excess amount for set off, if any – Nil

| Sl. No. | Particular | Amount (in ₹) |
|---|---|---|
| (i) | Two percent of the average net profit of the company as per section 135(5) | 1,29,86,272 |
| (ii) | Total amount spent for the Financial Year | 1,29,86,272 |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | - |
| (iv) | Surplus arising out of the CSR projects or program or activities of the previous financial years, if any | - |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | - |

**9.** (a) Details of Unspent CSR amount for the preceding three financial years:

| Sl. No. | Preceding Financial Year | Amount transferred to Unspent CSR Account under section 135 (6) (in ₹) | Amount spent in the reporting Financial Year (in ₹) | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any | | | Amount remaining to be spent in succeeding financial years. (In ₹) |
|---|---|---|---|---|---|---|---|
| | | | | Name of the Fund | Amount (in ₹) | Date of transfer | |
| 1. | 2021-22 | 69,337 | 20,04,000 | - | - | - | - |
| 2. | 2022-23 | - | - | PM Cares Fund | 5,00,000 | 18/05/23 | - |
| 3. | 2023-24 | - | - | - | - | - | - |

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

| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) |
|---|---|---|---|---|---|---|---|---|
| Sl. No. | Project ID | Name of the Project | Financial Year in which the project was commenced | Project duration | Total amount allocated for the project (in ₹) | Amount spent on the project in the reporting Financial Year (in ₹) | Cumulative amount spent at the end of reporting Financial Year (In ₹) | Status of the project - Completed /Ongoing |
| 1 | - | - | - | - | - | - | - | - |
| 2 | - | - | - | - | - | - | - | - |

**10.** In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: NA

(asset-wise details).

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

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

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

There was a short spending of ₹1,01,272 out of the total CSR liability as Company didn't find the suitable project to spend the remaining amount. However, the Company has deposited the same in the PM Cares fund.

Managing Director & Chairman
CSR Committee





# CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 read with Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, this Report on Corporate Governance of Netweb Technologies India Limited ("Company") for the financial year ended March 31, 2025, is presented below:

## 1. Company's philosophy on the Code of Governance

Our Company is committed to maintain and implement the highest standards of corporate governance. We believe that effective governance is essential to building trust with our stakeholders and ensuring the long-term success of our business. Our Board of Directors ('Board') is responsible for ensuring that the Company is managed in a well-balanced manner that fulfils stakeholders' aspirations, attains sustainable growth and adopts best corporate governance practices. We strive to operate with integrity, comply with all legal and regulatory requirements and make decisions that are in the best interests of our shareholders, employees, customers, and the broader community. The Company endeavours to uphold the principles and practices of Corporate Governance to ensure transparency, integrity and accountability in its functioning. The Company has set high standards of ethical and responsible conduct of business to create value for all its stakeholders. For effective implementation of the Corporate Governance practices, the Company has defined various policies which are available on the website of the Company at https://netwebindia.com/investors/corporategovernance.php.

Our Board members are experienced professionals and our Board Committees further supports the Board in discharging duties of the Board in a diligent and effective manner. The Board shapes the long-term vision and policy approach to steadily elevate the quality of governance in the Company.

## 2. Board of Directors

Our Board has an optimum combination of Executive and Non-Executive Directors with half of the Board comprising of Independent Directors (ID). The Members of the Board are highly qualified and experienced persons of repute and eminence. The Board composition conforms with the applicable provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time. The Board functions with the objective of creating long-term value for the stakeholders of the Company.

Further, the Independent Directors have duly submitted the declaration of independence during the financial year under review. The Company has received confirmation from all the existing IDs of their registration on the Independent Directors Database maintained by the Institute of Corporate Affairs pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. All the Independent Directors have satisfied the criteria of independence as laid down in Regulation 16(1)(b) read with 25(8) of the Listing Regulations and Section 149(6) of the Act and confirmed that they are independent of management and are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his/her ability to discharge his/her duties with an objective independent judgment and without any external influence. Based on the disclosures received from all the IDs, the Board is of the opinion that the IDs fulfil the conditions of independence as specified in the Act and the Listing Regulations.

In consonance with Section 165 of the Act, none of the Directors on the Board hold the office of Director (including office held as alternate director, if any) in more than 20 Companies and out of the total Directorship held by the members of the Board, none of the Directors holds office as a director in more than 10 Public Companies (including Private Companies that are either holding or subsidiary Company of a Public Company). Further, in terms of Regulation 17A of the Listing Regulations, none of the Directors/Independent Directors of the Company serve as IDs in more than seven listed entities and none of the IDs are WTDs/Managing Directors in more than three listed entities. Furthermore, none of the WTDs of the Company serve as IDs in more than three listed entities. In accordance with Regulation 26 of the Listing Regulations, none of the Directors are members in more than 10 committees or act as chairperson of more than 5 committees (the committees being Audit Committee and Stakeholders' Relationship Committee) across all public limited companies in which he/she is a Director. Membership and/or Chairmanship in committees of private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 is excluded for the purpose of Regulation 26(1)(a).

The below table shows the details of the Directors of the Company, number of other directorships, chairmanships/memberships of Board committees in various other companies as on March 31, 2025;

| NAME OF DIRECTOR | DIN | CATEGORY/ DESIGNATION | RELATIONSHIP WITH OTHER DIRECTORS IN THE COMPANY INTERSE | *NO OF DIRECTORSHIP IN OTHER COMPANIES | NAME OF THE OTHER LISTED ENTITY IN WHICH DIRECTOR HOLDS DIRECTORSHIP AND THE CATEGORY OF DIRECTORSHIP | **NO OF MEMBERSHIPS HELD IN AUDIT/ STAKEHOLDER RELATIONSHIP COMMITTEES OF OTHER COMPANIES | **NO OF CHAIRMANSHIP HELD IN AUDIT/ STAKEHOLDER RELATIONSHIP COMMITTEES OF OTHER COMPANIES |
|---|---|---|---|---|---|---|---|
| Mr. Sanjay Lodha | 00461913 | Promoter, Chairperson & Managing Director | Brother of Vivek Lodha | - | - | - | - |
| Mr. Vivek Lodha | 00461917 | Promoter, Whole Time Director | Brother of Sanjay Lodha | - | - | - | - |
| Mr. Navin Lodha | 00461924 | Promoter, Whole Time Director | Brother of Niraj Lodha | - | - | - | - |
| Mr. Niraj Lodha | 00746701 | Promoter, Whole Time Director | Brother of Navin Lodha | - | - | - | - |
| Mr. Mrutyunjay Mahapatra | 03168761 | Non-executive-Independent Director | - | 5 | Digispice Technologies Limited -Independent Director | 4 | 1 |
| Mrs. Romi Jatta | 10045383 | Non-Executive-Independent Director | - | 1 | Maral Overseas Limited -Independent Director | - | - |
| Mr. Jasjeet Singh Bagla | 10043442 | Non-Executive-Independent Director | - | - | - | - | - |
| Mr. Vikas Modi | 10049413 | Non-Executive-Independent Director | - | 2 | - | 2 | 1 |

*Includes directorship in Public Companies including listed companies (but excluding our Company) and private companies that are either holding or subsidiary companies of a public company

**Includes all public limited companies, whether listed or not and excluding all other companies including private limited companies, foreign companies, high-value debt listed companies, companies incorporated under section 8 of the Act and membership in our Company.

The detailed profile of the Board of Directors is available on the Company's website at https://netwebindia.com/leadership.php. During the period under review, none of the Directors including Independent Directors, have resigned from the Board of your Company.

During the period under review, 6 (Six) Board meetings held on 01.05.2024, 20.07.2024, 19.10.2024, 15.11.2024, 18.01.2025 and 24.03.2025. The maximum time gap between any two consecutive meetings did not exceed 120 days.





The following table shows the attendance of Directors at Board meetings, attendance at the last Annual General meeting and number of shares and/or convertible instruments held in the Company.

| NAME OF DIRECTOR | NO. OF BOARD MEETING ATTENDED DURING THE FINANCIAL YEAR | ATTENDANCE AT LAST ANNUAL GENERAL MEETING HELD ON AUGUST 17, 2024 | NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD IN THE COMPANY AS ON MARCH 31, 2025 |
|---|---|---|---|
| Mr. Sanjay Lodha | 6 | Yes | 1,60,33,152 Equity Shares |
| Mr. Vivek Lodha | 4 | Yes | 80,16,125 Equity Shares |
| Mr. Navin Lodha | 6 | Yes | 80,16,125 Equity Shares |
| Mr. Niraj Lodha | 4 | Yes | 80,16,125 Equity Shares |
| Mr. Mrutyunjay Mahapatra | 6 | Yes | 0 |
| Mrs. Romi Jatta | 6 | Yes | 0 |
| Mr. Jasjeet Singh Bagla | 5 | Yes | 0 |
| Mr. Vikas Modi | 6 | Yes | 0 |

During the financial year 2024-25, Independent Directors were apprised regarding the business strategies of the Company. Further, periodic presentations are made at the Board and Committee meetings, on business and performance updates of the Company, business strategy and risks involved. Regularly informed them relevant statutory changes. Details of the same is available on https://netwebindia.com/investors/Disclosure-under-Regulation-46.php.

As on March 31, 2025, the Board comprised of qualified members who bring in the required skills, competence and expertise to enable them to effectively contribute to deliberations at Board and Committee meetings. The Board has identified the following matrix summarising a mix of skills, expertise and competencies expected to be possessed by our individual Directors, which are key to corporate governance and Board effectiveness:

| S.No. | Skills/Expertise/Competencies required by the member of the Board |
|---|---|
| 1 | Strategy Leadership |
| 2 | Business Know How |
| 3 | Technological Expertise |
| 4 | Finance and Corporate Governance |
| 5 | Risk Management |
| 6 | Sales & Marketing |

In the table below, the specific areas of focus or expertise of individual board members have been mentioned along with their qualification and experience.

| Particulars | Mr. Sanjay Lodha | Mr. Navin Lodha | Mr. Vivek Lodha | Mr. Niraj Lodha | Mr. Mrutyunjay Mahapatra | Mrs. Romi Jatta | Mr Jasjeet Singh Bagla | Mr. Vikas Modi |
|---|---|---|---|---|---|---|---|---|
| Qualification | B.A (Honours) & Post Graduate Diploma in Management | B. Com | B. Com | B. Com | B.SC in Physics and M.SC in Physics | B. Tech | B.SC and P.H.D in Physics | B. Com and C. A |
| Experience | 25 + Years | 15 + Years | 15 + Years | 15 + Years | 40 + Years | 20 + Years | 23 + Years | 18 + Years |
| Area of Skills/ Expertise/ Competence | Strategy Leadership, Technological expertise, Business Know-how, Finance, Risk Management, Corporate Governance and Sales & Marketing | Strategy Leadership, Business Know-how, Risk Management and Sales & Marketing | Strategy Leadership, Business Know-how, Risk Management and Sales & Marketing | Strategy Leadership, Business Know-how, Risk Management and Sales & Marketing | Strategy Leadership, Banking and Finance, Technological expertise and Corporate Governance | Strategy Leadership, Sales & Marketing, and Corporate Governance | Strategy Leadership, Technological expertise and Corporate Governance | Strategy Leadership, Banking and Finance, and Corporate Governance |

## 3. Committees of the Board

The Committees of the Board play a crucial role in the governance structure of your Company and have been constituted to deal with specific areas/activities which concern your Company and need a closer review. The Company has Board-level committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders relationship Committee, Risk Management Committee, Management Committee and, Corporate Social Responsibility Committee. These Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Company Secretary officiates as the Secretary of all these Committees.

All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference for Committee members are taken by the Board of Directors. The minutes of the meetings of all Committees are placed before the Board for review. All decisions / recommendations made by various Committees during FY 2024-25 were noted / accepted by the Board. The necessary quorum was present at all the meetings.

Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, is provided:

### Audit Committee:

The primary objective of the Audit Committee is to act as a catalyst in helping your Company to achieve its objectives by overseeing the integrity of your Company's financial statements, adequacy & reliability of the internal control systems of your Company, compliance with legal & regulatory requirements and your Company's code of conduct, performance of your Company's statutory & internal auditors, systems of your Company;

The terms of reference of the Audit Committee are based on the role of the Audit Committee, as mentioned in Section 177 of the Act, Regulation 18 read with Part C of Schedule II of the Listing Regulations and as determined by the Board from time to time.

### Below are the terms of reference of the Audit Committee;

a. oversight of financial reporting process and the disclosure of financial information relating to our Company to ensure that the financial statements are correct, sufficient and credible;

b. recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of our Company and the fixation of the audit fee;

c. approval of payment to statutory auditors for any other services rendered by the statutory auditors;

d. formulation of a policy on related party transactions, which shall include materiality of related party transactions;

e. reviewing, at least on a quarterly basis, the details of related party transactions entered into by our Company pursuant to each of the omnibus approvals given;

f. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

(i) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

(ii) changes, if any, in accounting policies and practices and reasons for the same;

(iii) major accounting entries involving estimates based on the exercise of judgment by management;

(iv) significant adjustments made in the financial statements arising out of audit findings;

(v) compliance with listing and other legal requirements relating to financial statements;

(vi) disclosure of any related party transactions;

(vii) modified opinion(s) in the draft audit report;

g. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter

h. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

i. approval or any subsequent modification of transactions of the listed entity with related parties;





j. scrutiny of inter-corporate loans and investments

k. valuation of undertakings or assets of the listed entity, wherever it is necessary

l. evaluation of internal financial controls and risk management systems;

m. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems

n. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

o. discussion with internal auditors of any significant findings and follow up there on;

p. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

q. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

r. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

s. to review the functioning of the whistle blower mechanism;

t. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

u. Carrying out any other function as is mentioned in the terms of reference of the audit committee

v. reviewing the utilisation of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

w. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

x. mandatorily review the following information

I. management discussion and analysis of financial condition and results of operations;

II. management letters / letters of internal control weaknesses issued by the statutory auditors

III. internal audit reports relating to internal control weaknesses

IV. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee

V. statement of deviations:

- quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
- annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

### Composition, names of members and chairperson;

The composition of the Audit Committee is in line with the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations. All the Committee members are financially literate and possess sound knowledge of accounts, finance, audit, governance and legal matters. Further, at least one member has accounting or related financial management expertise. As on March 31, 2025, the Committee comprised of the following members:

| S.No. | Name of the Member | Designation |
|---|---|---|
| 1. | Mr. Vikas Modi | Chairperson - Independent Director |
| 2. | Mr. Mrutyunjay Mahapatra | Member - Independent Director |
| 3. | Mr. Sanjay Lodha | Member - Managing Director |

### Meetings and Attendance during the year.

During the financial year under review. 6 (six) Audit Committee meetings were held on 01.05.2024, 20.07.2024, 19.10.2024, 15.11.2024, 18.01.2025 and 24.03.2025. The requisite quorum was present for all the meetings. The attendance of the members in the meetings was as follows:

| NAME OF MEMBER | POSITION IN THE COMMITTEE | DESIGNATION | NO OF MEETINGS HELD DURING THE YEAR | NO OF MEETINGS ATTENDED |
|---|---|---|---|---|
| Mr. Vikas Modi | Chairperson | Independent Director | 6 | 6 |
| Mr. Mrutyunjay Mahapatra | Member | Independent Director | 6 | 6 |
| Mr. Sanjay Lodha | Member | Managing Director | 6 | 6 |

### Nomination And Remuneration Committee

The Nomination and Remuneration Committee ("NRC") has been vested with the authority to, inter-alia, recommend nominations for Board membership, develop and recommend policies with respect to the Board diversity, succession planning for our Board and senior management. The role and the terms of reference of the NRC are in compliance with the provisions of Section 178 of the Act and Regulation 19 read with Part D of Schedule II of the Listing Regulations.

### Below are the terms of reference of the Nomination and Remuneration Committee;

a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of our Company a policy relating to the remuneration of the directors, key managerial personnel and other employees (Remuneration Policy);

b. The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that:

   i. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;

   ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

   iii. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of our Company and its goals.

c. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

   a. uses the services of an external agencies, if required;

   b. considers candidates from a wide range of backgrounds, having due regard to diversity; and

   c. considers the time commitments of the candidates

d. Formulation of criteria for evaluation of performance of independent directors and the Board;

e. Devising a policy on Board diversity;

f. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal

g. NRC shall specify the manner for effective evaluation of performance of the Board, its committees, and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. Our Company shall disclose the Remuneration Policy and the evaluation criteria in its annual report;

h. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

   i. recommend to the board, all remuneration, in whatever form, payable to senior management.





### Composition, Name of Members and Chairperson;

The composition of NRC has been in compliance with Section 178 of the Act and Regulation 19 of the Listing Regulations throughout the period under review. As on March 31, 2025, the Committee comprises of the following members:

| S.No. | Name of the Member | Designation |
|---|---|---|
| 1. | Mr. Jasjeet Singh Bagla | Chairperson - Independent Director |
| 2. | Mr. Romi Jatta | Member - Independent Director |
| 3. | Mr. Vikas Modi | Member - Independent Director |
| 4. | Mr. Sanjay Lodha | Member - Managing Director |

### Meeting and Attendance during the year;

During the financial year under review. 6 (six) NRC meetings were held on 01.05.2024, 20.07.2024, 13.10.2024, 15.11.2024, 18.01.2025 and 08.02.2025 The requisite quorum was present for all the meetings. The attendance of the members in the meetings was as follows:

| NAME OF MEMBER | POSITION IN THE COMMITTEE | DESIGNATION | NO OF MEETINGS HELD DURING THE YEAR | MEETINGS ATTENDED |
|---|---|---|---|---|
| Mr. Jasjeet Singh Bagla | Chairperson | Independent Director | 6 | 6 |
| Mr. Vikas Modi | Member | Independent Director | 6 | 6 |
| Mrs. Romi Jatta | Member | Independent Director | 6 | 6 |
| Mr. Sanjay Lodha | Member | Managing Director | 6 | 6 |

### Performance evaluation criteria for Independent Directors

#### Board Evaluation Process

The Board had carried out an annual evaluation of its own performance and of its committees as well as the performance of each individual Directors as per the criteria specified by the NRC and expressed its satisfaction for the same. Board Evaluation criteria feedback was sought based on the evaluation criteria approved by the NRC for evaluating the performance of the Board, its committees and individual directors.

As per policy on performance evaluation of the Company, evaluation of the Board, Committee, and individual Directors was based on criteria such as mentioned in the policy available on the website of the Company at https://netwebindia.com/investors/Policy%20on%20Performance%20Evaluation.pdf.

In order to ensure confidentiality, the Board's evaluation was undertaken by way of a questionnaire as part of policy on performance evaluation. All the directors participated in the evaluation process. The responses received from the Board members were compiled and a consolidated report was submitted to the Board through the Company Secretary. The evaluation report was also discussed at the meeting of the Board of Directors. The Board deliberated over the suggestions and inputs to augment its own effectiveness and optimise the individual strengths of the directors. The Directors were satisfied with the Company's standard of governance, its transparency, meeting practices and overall Board effectiveness.

Further, the independent directors of the Company, at their separate meeting held during the financial year 2024-25 on 15.03.2025, reviewed the performance of non-independent directors, board of directors as a whole, performance of chairperson of the Company and accessed the quality, quantity and timeliness of flow of information between the Management of the Company and the Board that is necessary for the Board of directors to effectively and reasonably perform their duties.

### Stakeholders' Relationship Committee

The Board has constituted Stakeholders Relationship Committee pursuant to Section 178 of the Act and Regulation 20 of the Listing Regulations. The Committee oversees the resolution of grievances of the security holders of your Company including complaints related to transfer of shares, non-receipt of annual report or non- receipt of declared dividends etc.

### Composition, name of members and chairperson;

The composition of the Committee has been in compliance with Section 178 of the Act and Regulation 20 of the Listing Regulations. As on March 31, 2025, the Committee comprised of the following members:

| S.No. | Name of the Member | Designation |
|---|---|---|
| 1. | Mrs. Romi Jatta | Chairperson - Independent Director |
| 2. | Mr. Sanjay Lodha | Member - Managing Director |
| 3. | Mr. Navin Lodha | Member - Whole Time Director |

Mrs. Romi Jatta, Independent Director of the Company is the Chairperson of the Committee. Mr. Lohit Chhabra is a Company Secretary and Compliance Officer of the Company. There was no shareholders' complaint pending as on March 31, 2025. Status Report of investor queries and shareholders' complaints for the period from April 1, 2024 to March 31, 2025 is given below:

| S.No | Particulars | No. of complaints |
|---|---|---|
| 1. | Shareholders' complaints received during the year | 2 |
| 2. | Shareholders' complaints disposed of during the year | 2 |
| 3. | Shareholders' complaints not solved to the satisfaction of shareholders | - |

Further, one meeting of the Committee was held during the financial year 2024-25 wherein all members were present.

### Terms of Reference of Stakeholders' Relationship Committee-

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

2. Review of measures taken for effective exercise of voting rights by shareholders.

3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

5. Resolving grievances of debenture holders related to creation of charge, payment of interest/ principal, maintenance of security cover and any other covenants.

### Risk Management Committee:

The Board has constituted the Risk Management Committee ('RMC') pursuant to Regulation 21 of the Listing Regulations.

### Composition, name of members, chairperson and Attendance in the Meeting during the year;

The composition of the Committee has been in compliance with Regulation 21 of the Listing Regulations. As on March 31, 2025, the Committee comprised of the following members:

| S.No. | Name of the Member | Designation |
|---|---|---|
| 1. | Mr. Mrutyunjay Mahapatra | Chairperson - Independent Director |
| 2. | Mr. Sanjay Lodha | Member - Managing Director |
| 3. | Mr. Navin Lodha | Member - Whole Time Director |

### Below are the terms of reference of the Committee;

a. To review and assess the risk management system and policy of our Company from time to time and recommend for amendment or modification thereof. The risk management policy shall include the following:

    I. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;

    II. Measures for risk mitigation including systems and processes for internal control of identified risks; and

    III. Business continuity plan.

b. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

c. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of our Company;

d. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

e. To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;

f. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;

### Composition, Name of Members and Attendance in the Meeting during the year;

During the financial year under review. 2(Two) RMC meetings were held on 13.08.2024 and 06.03.2025. The requisite quorum was present for all the meetings. The attendance of the members in the meetings was as follows:

| NAME OF DIRECTOR | POSITION IN THE COMMITTEE | DESIGNATION | NO OF MEETINGS HELD DURING THE YEAR | MEETINGS ATTENDED |
|---|---|---|---|---|
| Mr. Mrutyunjay Mahapatra | Chairperson | Independent Director | 2 | 2 |
| Mr. Sanjay Lodha | Member | Managing Director | 2 | 2 |
| Mr. Navin Lodha | Member | Whole Time Director | 2 | 1 |

### Senior Management:

The particulars of the senior management as stipulated under SEBI (LODR) Regulations, 2015 are as follows:

| NAME | DESIGNATION |
|---|---|
| Mr. Hirdey Vikram | Chief Sales & Marketing Officer |
| Mr. Hemant Agrawal | Chief Operating Officer |
| Mr. Mukesh Golla | Chief Research and Development Officer |

There were no changes in the Senior Management during the financial year 2024-25. Profile of Senior Management is available on the Company website at https://netwebindia.com/leadership.php. Further, none of the SMPs ceased to be such during the financial year.

## 4. Remuneration of Directors:

The remuneration of directors is fixed considering various factors such as qualification, experience, expertise, prevailing remuneration in the corporate world, financial position of the Company, etc. Given below is the remuneration details of the Directors including Non-Executive Directors:

| Particulars | Mr. Sanjay Lodha | Mr. Navin Lodha | Mr. Vivek Lodha | Mr. Niraj Lodha | Mr. Mrutyunjay Mahapatra | Mr. Vikas Modi | Mr. Jasjeet Singh Bagla | Mrs. Romi Jatta |
|---|---|---|---|---|---|---|---|---|
| Basic Salary | 1,44,00,000 | 1,20,00,000 | 1,20,00,000 | 1,20,00,000 | Nil | Nil | Nil | Nil |
| Commission* | 93,93,103 | 54,79,310 | 54,79,310 | 54,79,310 | Nil | Nil | Nil | Nil |
| Sitting Fees | Nil | Nil | Nil | Nil | 12,00,000 | 15,00,000 | 11,00,000 | 11,25,000 |
| Stock Options | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

*The amount of Commission for the financial year 2024-25 will be paid to the Directors after the approval of shareholders in the Annual General Meeting to be held for the FY 2024-25.

The Non-executive Directors play an active role in the meetings of the Board and are associated with the various Board Committees. They also bring independent judgment in the Board's deliberations and decisions. Further, the Non-executive Directors draw only sitting fees for attending Board and Committee Meetings. Except as mentioned above, there was no other pecuniary relationship or transactions of the non-executive Directors vis a vis the listed entity. The remuneration structure of executive directors is given above in the table. The Company's Nomination and Remuneration Policy (NRC Policy) which inter-alia contains the criteria of making payments to non-executive directors is placed on the website of the Company on https://netwebindia.com/investors/Nomination%20and%20Remuneration%20Policy.pdf.

## 5. Succession Planning

The NRC works with the Board on the leadership succession plan to ensure orderly succession in appointments to the Board and in the senior management. The Company strives to maintain an appropriate balance of skills and experience, within the organisation and the Board, in an endeavour to introduce new perspectives, whilst maintaining experience and continuity. By integrating workforce planning with strategic business planning, the Company deploys the necessary financial and human resources to meet its objectives. Succession planning and elevation within the organisation, fuel the ambitions of its talent force, to earn future leadership roles.

## 6. General Body Meetings

### a. Details of last 3 Annual General Meetings (AGM) of the Company are as follows:

| Financial Year | Venue of the meeting | Date and Time of the Meeting | Special Resolution passed | Whether any resolution passed through Postal Ballot, if yes, Person who conducted the Postal Ballot |
|---|---|---|---|---|
| 2024-25 | Plot No. H-1, Block-H, Pocket-9 Sector-57, Ballabhgarh, Faridabad, Haryana-121004 | Date : August 17, 2024<br>Time : 3:00 PM | Approval for payment of commission to Managing Director and Whole Time Directors | No |
| 2023-24 | Plot No. H-1, Block-H, Pocket-9 Sector-57, Ballabhgarh, Faridabad, Haryana-121004 | Date : May 20, 2023<br>Time : 3:00 PM | Approval for payment of commission to Managing Director and Whole Time Directors | No |
| 2022-23 | Plot No. H-1, Block-H, Pocket-9 Sector-57, Ballabhgarh, Faridabad, Haryana-121004 | Date : September 20, 2022<br>Time : 1:00 PM | No Special Resolution was passed | No |

b. Details of the resolution passed by way of Postal Ballot: During the FY 2024-25, resolution for Ratification of Netweb Employees Stock Option Plan 2023 was conducted through Postal Ballot process.

c. In terms of the Postal Ballot Notice dated September 16, 2024, the results of which were declared on October 17, 2024. The agenda item along with the summary of Voting Results as per the Scrutiniser's Report is as under:

| S. No | Agenda | Resolution | Paid-up value of No. of votes in favour | Paid-up value of No. of votes against | Result |
|---|---|---|---|---|---|
| 1. | Ratification of the Netweb Employee Stock Options Plan 2023 | Special | 43159875 (88.62%) | 5539236 (11.38%) | Resolution approved with requisite majority |

The aforesaid resolution is deemed to be passed on the last date specified for e-voting, i.e. October 17, 2024, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

d. Procedure of Postal Ballot - The postal ballot has been carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act read with the Rules framed thereunder and read with the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, from time to time. Mr. Nikhil Jain (Membership No. A48533 and Certificate of Practice No.17727), proprietor of Nikhil Jain & Associates, Company Secretaries, acted as the Scrutiniser for the Postal Ballots initiated by the Company.





## 7. MEANS OF COMMUNICATION:

### QUARTERLY RESULTS;

The Quarterly, Half-yearly and Annual financial results are forthwith communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), (both BSE and NSE are collectively referred as the "Stock Exchanges"), as soon as they are approved and taken on record by the Board of Directors. Additionally, your Company's quarterly/half-yearly/ Annual financial results are simultaneously published in 'Financial Express-English Newspaper Publication and Jansatta-Hindi Newspaper Publication' in accordance with SEBI Listing Regulations. Also, they are put up on your Company's website at https://netwebindia.com/investors/.

| Quarter [FY 2024-25] | Date of Board Meeting | Date of Publication of Results in Newspaper | Weblink of results published on website | Whether it also displays official news releases |
|---|---|---|---|---|
| March 2025 | 03.05.2025 | 04.05.2024 | https://netwebindia.com/investors/board-meeting/2024-25/Q4/Netweb_Q4_Results.pdf | Yes |
| December 2024 | 18.01.2025 | 19.01.2025 | https://netwebindia.com/investors/board-meeting/Netweb_Q3_Results.pdf | Yes |
| September 2024 | 19.10.2024 | 20.10.2024 | https://netwebindia.com/investors/board-meeting/Outcome_Q2.pdf | Yes |
| June 2024 | 20.07.2024 | 21.07.2024 | https://netwebindia.com/investors/Invite-pdf/OutcomeQ1.pdf | Yes |

### PRESENTATIONS MADE TO INSTITUTIONAL INVESTORS OR TO THE ANALYSTS.

Your Company hosts a quarterly conference call post declaration of quarterly/half half-yearly/annual results of your Company. This is followed by the question-and-answer session by the analysts/ investors logged into the conference call. Presentations made, if any, to the Institutional Investors/Analysts are hosted on the website of your Company, along with the transcripts of the Investor/Analysts Calls/Meets hosted by your Company on the website of the Company at https://netwebindia.com/investors/. Details of any scheduled Analysts Meet/Conference Call are intimated to the Stock Exchanges in advance and the outcome of such Analysts Meet/Conference Call is intimated within the requisite timelines to the Stock Exchanges.

## 8. GENERAL SHAREHOLDER INFORMATION:

### ANNUAL GENERAL MEETING - DATE, TIME AND VENUE;

| | |
|---|---|
| Annual General Meeting [2024-25] | Saturday August 30, 2025 through Video Conferencing |

**DIVIDEND PAYMENT DATE;** on or before September 29, 2025

Details about Payment of Annual Listing Fee to each of such Stock Exchange(s);

| Name of the Stock Exchange | Stock Code | Date of Payment of Stock Exchange Fees |
|---|---|---|
| BSE Limited<br>Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 | 543945 | 29.04.2025 |
| National Stock Exchange of India Limited<br>Exchange Plaza, Bandra Kurla Complex Bandra East, Mumbai- 400051 | Netweb | 16.04.2025 |

**REGISTRAR TO AN ISSUE AND SHARE TRANSFER AGENTS;** Your Company's Registrars & Transfer Agents ("RTA") for its share registry (both, physical as well as electronic) is 'MUFG Intime India Private Limited [Formerly known as Linkintime India Private Limited] having its office at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, India.

### SHARE TRANSFER SYSTEM

Shareholders holding shares in dematerialised mode have been requested to register their email address, bank account details and mobile number with their depository participants.

### DISTRIBUTION OF SHAREHOLDING AS ON March 31, 2025;

| Netweb Technologies India Limited | | | | | | | |
|---|---|---|---|---|---|---|---|
| Distribution Of Shareholding (Shares) | | | | | | | |
| Sr. No. | Shareholding of Shares | | | Number of Shareholders | (%) Percentage of Total Shareholders | Share Amount (₹) | (%) Percentage Of Total Share Amount |
| 1 | 1 | - | 500 | 169069 | 99.127 | 4963811 | 8.7616 |
| 2 | 501 | - | 1000 | 778 | 0.4561 | 572714 | 1.0109 |
| 3 | 1001 | - | 2000 | 366 | 0.2146 | 530846 | 0.9370 |
| 4 | 2001 | - | 3000 | 91 | 0.0534 | 226835 | 0.4004 |
| 5 | 3001 | - | 4000 | 59 | 0.0346 | 211903 | 0.3740 |
| 6 | 4001 | - | 5000 | 33 | 0.0193 | 152673 | 0.2695 |
| 7 | 5001 | - | 10000 | 53 | 0.0311 | 373211 | 0.6588 |
| 8 | 10001 | - | ********** | 109 | 0.0639 | 49621875 | 87.5878 |
| **Total** | | | | 170558 | 100 | 56653868 | 100 |

| Netweb Technologies India Limited | | | | | | | |
|---|---|---|---|---|---|---|---|
| Listing of shareholders category (Summary) | | | | | | | |
| Category | Demat Shares | Demat Holders | Physical Shares | Physical Holders | Total Shares | Total Value | Total Percent |
| Clearing Members | 196 | 4 | 0 | 0 | 196 | 392 | 0.0003 |
| Other Bodies Corporate | 193190 | 395 | 0 | 0 | 193190 | 386380 | 0.341 |
| Hindu Undivided Family | 188042 | 2667 | 0 | 0 | 188042 | 376084 | 0.3319 |
| Mutual Funds | 2873163 | 50 | 0 | 0 | 2873163 | 5746326 | 5.0714 |
| Foreign Nationals | 330 | 1 | 0 | 0 | 330 | 660 | 0.0006 |
| Non-Resident Indians | 184636 | 1599 | 0 | 0 | 184636 | 369272 | 0.3259 |
| Non-Resident (non-Repatriable) | 116753 | 1245 | 0 | 0 | 116753 | 233506 | 0.2061 |
| Public | 6589975 | 164418 | 0 | 0 | 6589975 | 13179950 | 11.632 |
| Promoters | 40239977 | 16 | 0 | 0 | 40239977 | 80479954 | 71.027 |
| Trusts | 763 | 3 | 0 | 0 | 763 | 1526 | 0.0013 |
| Insurance Companies | 10251 | 5 | 0 | 0 | 10251 | 20502 | 0.0181 |
| Body Corporate - Limited Liability Partnership | 73157 | 49 | 0 | 0 | 73157 | 146314 | 0.1291 |
| FPI (Corporate) - I | 5704367 | 93 | 0 | 0 | 5704367 | 11408734 | 10.0688 |
| Alternate Invst Funds - III | 140684 | 3 | 0 | 0 | 140684 | 281368 | 0.2483 |
| FPI (Corporate) - II | 338384 | 10 | 0 | 0 | 338384 | 676768 | 0.5973 |
| **TOTAL:** | 56653868 | 170558 | 0 | 0 | 56653868 | 113307736 | 100 |

As on March 31, 2025, 100% of the issued shares of the Company are dematerialised. Shares of the Company were not suspended by any of the stock exchanges during the financial year 2024-25.

Further, there were no outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date which have likely impact on equity;

### COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES;

The details for the same have been provided in the Note no 45 of the Financial Statement of the Company for the financial year 2024-25.





### PLANT LOCATIONS;

| S. No | Location | Address | Owned / Leased / Licensed / Rented | Name of the Lessor / Licensor | Validity Period |
|---|---|---|---|---|---|
| 1. | Faridabad, Haryana (Registered Office and manufacturing unit) | Plot No. H1, F.I.T (Faridabad Industrial Town) Sector -57, Ballabgarh, Faridabad, Haryana – 121004 | Owned | N.A. | N.A. |
| 2. | Faridabad, Haryana | Plot No. H2, F.I.T (Faridabad Industrial Town) Sector -57, Ballabgarh, Faridabad, Haryana – 121004 | Owned | N.A. | N.A. |
| 3. | Faridabad, Haryana | Plot No 862, Sector 69 IMT, Faridabad | Leased | Mr. Abhay Tandon | 5 Years. W.e.f 1.10.2023 |

### ADDRESS FOR CORRESPONDENCE.

| Purpose | Name and Address |
|---|---|
| Transfer/ dematerialisation of shares and any other queries | **M/s MUFG Intime India Private Limited**<br>(Registrar & Transfer Agent)<br>Address: C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, India<br>**Contact No:** 918108114949<br>**Email ID:** netwebtechnologies.ipo@linkintime.co.in |
| Queries related to Payment of dividend, Annual report and other related issues | **Mr. Lohit Chhabra**<br>**Company Secretary & Compliance Officer**<br>Address: Plot No H-1, Pocket 9, Faridabad Industrial Town (FIT), Sector-57, Ballabhgarh, Faridabad, Haryana – 121004<br>Contact: +911292310416<br>**Email ID:** complianceofficer@netwebindia.com |

### LIST OF ALL CREDIT RATINGS OBTAINED BY THE ENTITY ALONG WITH ANY REVISIONS THERETO DURING THE RELEVANT FINANCIAL YEAR, FOR ALL DEBT INSTRUMENTS OF SUCH ENTITY OR ANY FIXED DEPOSIT PROGRAMME OR ANY SCHEME OR PROPOSAL OF THE LISTED ENTITY INVOLVING MOBILISATION OF FUNDS, WHETHER IN INDIA OR ABROAD.

Below credit rating was issued by the CRISIL Ratings Limited.

| Date | Credit Rating of Bank facilities |
|---|---|
| July 01, 2024 | Long Term Rating: A-/Stable (Reaffirmed)<br>Short Term Rating: A2+ (Reaffirmed) |

## 9. OTHER DISCLOSURES:

**(A)** There were no materially significant related party transactions during the financial year under review that may have a potential conflict with the interests of the Company at large. Transactions with related parties as per the requirements of Ind AS 24 are disclosed in Note 38 of the Financial Statements.

**(B)** There has been no non-compliance, penalties imposed by the Stock Exchanges or Securities and Exchange Board of India (SEBI) or any statutory authority, on any matters related to capital markets during the last three years.

**(C)** As per the requirement of the Companies Act, 2013 and Listing Regulations, 2015 as amended from time to time, the Company has established vigil mechanism to enable stakeholders including directors and individual employees and their representative bodies or any other person to report concerns about unethical behaviours, actual or suspected fraud or violation of the Company's code of conduct or ethical policy. The whistleblowers may lodge their complaints/ concern with the Chairperson of the Audit Committee, whose contact details are provided in the Whistle Blower Policy of the Company and direct access to the Chairperson of the Audit Committee was available to the stakeholders who resorted to the vigil mechanism of the Company. The policy offers appropriate protection to the whistleblowers from victimisation, harassment or disciplinary proceedings. The Company affirms that no personnel have been denied access to the audit committee.

**(D)** The Company has adhered to all the mandatory requirements of Corporate Governance norms as prescribed under the Listing Regulations, as amended from time to time, to the extent applicable on the Company. The certificate regarding compliance with the conditions of Corporate Governance received from a practising Company Secretary is also annexed to this Report.

**(E)** The Company has only one Subsidiary Company namely 'Netweb Foundation'. The Company has no material subsidiary. The Policy on determination of material subsidiary is available on https://netwebindia.com/investors/Determination%20of%20Material%20Subsidiaries.pdf.

**(F)** Policy on dealing with related party transactions is available on the website of the Company at https://netwebindia.com/investors/Policy%20on%20related%20party%20transactions.pdf.

**(G)** We have not raised any funds through public offering, preferential allotment or qualified institutional placement during the year 2024-25.

**(I)** In accordance with the amended provisions of the Listing Regulations, the Company has received a certificate from M/s P.C Jain & Co, Practising Company Secretaries to the effect that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any other statutory authority. The same forms part of this Report.

**(J)** There were no instances where any recommendation of any Committee has not been adopted by the Board of Directors.

**(K) TOTAL FEES FOR ALL SERVICES PAID BY THE COMPANY AND ITS SUBSIDIARIES, ON A CONSOLIDATED BASIS, TO THE STATUTORY AUDITOR AND ALL ENTITIES IN THE NETWORK FIRM/NETWORK ENTITY OF WHICH THE STATUTORY AUDITOR IS A PART.**

| Particulars | For the year ended March 31, 2025 [In Millions] |
|---|---|
| As auditor: | |
| Audit fee | 2.80 |
| Professional/certification services | 0.74 |
| Reimbursement of expenses | 0.11 |
| **Total** | **3.65** |

**(L)** As per the requirement of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 as amended from time to time, the disclosure as required under provision of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is duly provided in the Board's Report of the Company. The Company has devised a policy namely, "Policy on Prevention and Redressal of Sexual Harassment of Women at Workplace" which is available at the website of the Company at https://netwebindia.com/investors/POSH%20Policy.pdf

During the year no complaints were received in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**(M)** No such loan was given by the Company or its subsidiaries to its Directors or any other entity in which Directors are interested during the financial year under review.

**(N)** Company has no material subsidiary during the financial year under review.

## 10. Compliance status with Discretionary Requirements is given below:

**(i)** During the financial year under review, the Company has received unmodified audit opinion from statutory auditors of the Company.

**(ii)** The Internal Auditors directly report to the Audit Committee.





## 11. Website

Appropriate disclosures on the Company's website, regarding compliance with Corporate Governance requirements specified in the regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46:

| Name of Policy, Code or Charter | Web Link |
|---|---|
| Board Committees | https://netwebindia.com/investors/corporategovernance.php |
| Terms of Appointment of IDs | https://netwebindia.com/investors/Terms%20and%20Conditions%20of%20appointment%20of%20Independent%20Directors.pdf |
| Code of conduct of board of directors and senior management personnel; | https://netwebindia.com/investors/Code%20of%20Conduct%20for%20Directors%20KMP%20and%20SMP.pdf |
| Whistleblower Policy | https://netwebindia.com/investors/Whistle%20blower%20policy.pdf |
| Policy on Related Party Transactions | https://netwebindia.com/investors/Policy%20on%20related%20party%20transactions.pdf |
| Policy for determining Material Subsidiaries | https://netwebindia.com/investors/Determination%20of%20Material%20Subsidiaries.pdf |
| Familiarisation Programme | https://netwebindia.com/investors/corporategovernance.php |
| Corporate Social Responsibility Policy | https://netwebindia.com/investors/Revised-CSR-Policy.pdf |
| Policy on determination of Materiality for disclosure of Event/Information | https://netwebindia.com/investors/Determination-of-Materiality-of-Disclosure-and-Events.pdf |
| Dividend Distribution Policy | https://netwebindia.com/investors/Dividend%20Distribution%20Policy.pdf |
| Nomination and Remuneration Policy | https://netwebindia.com/investors/Nomination%20and%20Remuneration%20Policy.pdf |
| Secretarial Audit and Secretarial Compliance report | https://netwebindia.com/investors/Disclosure/Annual_Secretarial_Compliance_report.pdf |

## DECLARATION FOR AFFIRMANCE OF COMPLIANCE WITH CODE OF CONDUCT

In compliance with Regulation 17 of the SEBI Listing Regulations and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct for all Directors and Senior Management Personnel. The code is available on the Company's website. The Code is applicable to all Board members and Senior Management personnel of your Company. Pursuant to Regulation 26(5) of the SEBI Listing Regulations, all members of senior management have confirmed that there is no material, financial and commercial transactions wherein they have a personal interest that may have a potential conflict with the interest of the Company at large. Pursuant to Regulation 26(3) of the SEBI Listing Regulations, all the Board members and senior management of your Company as on March 31, 2025 have affirmed compliance with their respective Codes of Conduct.

A Declaration to this effect, duly signed by the Chairman and Managing Director is as below:

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## DECLARATION ON CODE OF CONDUCT

Netweb Technologies India Limited is committed to conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The Company has adopted a Code of conduct for Directors, KMP and SMP. I hereby certify that the Board members and senior management personnel of the Company have affirmed compliance with the Code of Ethics and Business Conduct for the financial year 2024 -25.

For Netweb Technologies India Limited

Sanjay Lodha
Chairman and Managing Director
DIN: 00461913





## CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

**Under regulation 34 read with schedule V of the SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**To**
**The Members of**
**NETWEB TECHNOLOGIES INDIA LIMITED**
(CIN: L72100HR1999PLC103911)
Plot No H-1, Pocket 9, Faridabad Industrial Town(FIT),
Sector-57, Faridabad, Ballabhgarh, Haryana-121004

We have reviewed the implementation of Corporate Governance procedures by **NETWEB TECHNOLOGIES INDIA LIMITED (CIN: L72100HR1999PLC103911)** for the financial year ended on March 31, 2025, with the relevant records and documents maintained by the Company, furnished to me for my review and the report on Corporate Governance as approved by the Board of Directors.

The compliances of conditions of Corporate Governance are the responsibility of the management. Our examination was limited to a review of procedures and implementations thereof, as adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

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

On the basis of our review and according to the information and explanation provided to us, it is hereby certified and confirmed:

- That the conditions of Corporate Governance as stipulated in the Listing Regulations, 2015 with the Stock Exchange have been complied with in all material respect by the Company; and
- That 'No' investor grievance is pending for a period exceeding one month as per the records maintained by the Company.

**For P.C. Jain & Co.,**
**Company Secretaries,**
**(FRN: P2016HR051300)**

**Date: July 31, 2025**
**Place: Faridabad**
**UDIN: F004103G000867636**

**(P.C. Jain)**
**Managing Partner**
**CP No. 3349**
**M. No. FCS 4103**

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

**(Pursuant to Regulation 34 (3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

**To,**
**The Members**
**NETWEB TECHNOLOGIES INDIA LIMITED**
(CIN: L72100HR1999PLC103911)
Plot No H-1, Pocket 9, Faridabad Industrial Town(FIT),
Sector-57, Faridabad, Ballabhgarh, Haryana-121004

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **NETWEB TECHNOLOGIES INDIA LIMITED** having **(CIN: L72100HR1999PLC103911)** and having registered office at Plot No H-1, Pocket 9, Faridabad Industrial Town(FIT), Sector-57, Faridabad, Ballabhgarh, Haryana-121004 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations/ representations furnished to us by the Company & its Director/ officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended as on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

| S. No. | Name of Director | DIN | Date of Appointment of Director |
|---|---|---|---|
| 1. | Mr. Sanjay Lodha | 00461913 | 16/08/2016 |
| 2. | Mr. Navin Lodha | 00461924 | 16/08/2016 |
| 3. | Mr. Niraj Lodha | 00746701 | 16/08/2016 |
| 4. | Mr. Vivek Lodha | 00461917 | 16/08/2016 |
| 5. | Mr. Mrutyunjay Mahapatra | 03168761 | 23/02/2023 |
| 6. | Mr. Jasjeet Singh Bagla | 10043442 | 23/02/2023 |
| 7. | Ms. Romi Jatta | 10045383 | 23/02/2023 |
| 8. | Mr. Vikas Modi | 10049413 | 23/02/2023 |

Ensuring the eligibility of the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For P.C. Jain & Co.,**
**Company Secretaries,**
**(FRN: P2016HR051300)**

**Place: Faridabad**
**Date: May 3, 2025**
**UDIN: F004103G000258051**

**(P.C. Jain)**
**Managing Partner**
**CP No. 3349**
**M. No. FCS 4103**





## Compliance Certificate

**[Pursuant to Regulation 17(8) read with Part B of Schedule II of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015**

To,
The Board of Directors
Netweb Technologies India Limited

We have reviewed financial statements and the cash flow statement of Netweb Technologies India Limited ("Company") for the year ended March 31, 2025 and to the best of our knowledge and belief:

i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

iii. there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.

We have indicated to the Auditors and the Audit Committee that

i. there are no significant changes in internal control over financial reporting during the year;

ii. there are no significant changes in accounting policies during the year; and

iii. that there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Netweb Technologies India Limited

Sanjay Lodha
Chairman and Managing Director
DIN: 00461913

Ankit Kumar Singhal
Chief Financial Officer

# Business Responsibility and Sustainability Report

## Section A: GENERAL DISCLOSURES

### I. Details of the listed entity

**1. Corporate Identity Number (CIN) of the Listed Entity**

L72100HR1999PLC103911

**2. Name of the Listed Entity**

NETWEB TECHNOLOGIES INDIA LIMITED

**3. Year of incorporation**

1999-09-22

**4. Registered office address**

Plot No. H-1, Block-H, Pocket No. 9, Faridabad Industrial Town, Sector-57, Faridabad, Haryana 121004

**5. Corporate address**

Plot No. H-1, Block-H, Pocket No. 9, Faridabad Industrial Town, Sector-57, Faridabad, Haryana 121004

**6. E-mail**

Complianceofficer@netwebindia.com

**7. Telephone**

+91 0129 2310400

**8. Website**

www.netwebindia.com

**9. Financial year for which reporting is being done**

2024-2025

**10. Name of the Stock Exchange(s) where shares are listed**

National Stock Exchange (NSE) and BSE Limited

**11. Paid-up Capital**

₹11,33,07,736

**12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report.**

Lohit Chhabra
Company Secretary & Compliance Officer
0129-2310400
complianceofficer@netwebindia.com

**13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e. For the entity and all the entities which form a part of its consolidated financial statements, taken together).**

Standalone basis

**14. Name of the Assessment or Assurance Provider.**

Not applicable

**15. Type of Assessment or Assurance obtained.**

Not applicable





### II. Products and Services

**16. Details of business activities (accounting for 90% of the turnover):**

| S. No. | Description of Main Activity | Description of Business Activity | % of Turnover of the Entity |
|---|---|---|---|
| 1 | Manufacturing computing machinery and equipment such as servers and workstations. | Manufacturing computers and peripheral equipment | 100.00 |

Note: ₹59.4 million was deducted from total revenue due to PLI incentives in nature

**17. Products/ Services sold by the entity (accounting for 90% of the entity's Turnover):**

| S. No. | Product/Service | NIC Code | % of total Turnover contributed |
|---|---|---|---|
| 1 | Supercomputing/High Performance Computing | 262 | 35.29 |
| 2 | Private cloud and Hyperconverged Infrastructure | 262 | 35.05 |
| 3 | AI and Enterprises Work Solutions | 262 | 14.74 |
| 4 | High Performance Storage Solutions | 262 | 2.39 |
| 5 | Data Centre Servers | 262 | 3.25 |
| 6 | Software and Services for HCS Offerings | 262 | 3.96 |
| 7 | Network Switches | 262 | 1.07 |
| 8 | Others - Spares Sales | 262 | 3.73 |

### III. Operations

**18. Number of locations where plants and/or operations/offices of the entity are situated:**

| Location | Number of plants | Number of offices | Total |
|---|---|---|---|
| National | 2 | 16 | 18 |
| International | 0 | 0 | 0 |

**19. Markets served by the entity:**

**A. Number of locations:**

| Locations | Number |
|---|---|
| National (No. of States) | 22 |
| International (No. of Countries) | 5 |

**B. What is the contribution of exports as a percentage of the total turnover of the entity?**

5.40%

**C. A brief on types of customers**

Netweb is India's leading providers of high-end computing solutions (HCS), with fully integrated design and manufacturing capabilities. Its HCS offering comprises HPC, Private cloud and (HCI), AI systems and enterprise workstations, High performance storage (HPS), GPUs and data centre servers. With over 300 successful HPC installations, Netweb Technologies serves customers across varied sectors such as higher education and research, space and defence, IT & ITEs, and finance (high frequency trading).

### IV. Employees

**20. Details at the end of the financial year**

**A. Employees and workers (including differently abled):**

| S No. | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B/A) | No. (C) | % (C/A) |
| | | **Employees** | | | | |
| 1 | Permanent (D) | 441 | 366 | 82.99 | 75 | 17.01 |
| 2 | Other than Permanent (E) | 48 | 47 | 97.92 | 1 | 2.08 |
| 3 | Total Employees (D + E) | 489 | 413 | 84.46 | 76 | 15.54 |

| S No. | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B/A) | No. (C) | % (C/A) |
| | **Workers** | | | | | |
| 1 | Permanent (D) | 0 | 0 | 0.00 | 0 | 0.00 |
| 2 | Other than Permanent (E) | 0 | 0 | 0.00 | 0 | 0.00 |
| 3 | Total Workers (D + E) | 0 | 0 | 0 | 0 | 0 |

B **Differently abled employees and workers:**

| S No. | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B/A) | No. (C) | % (C/A) |
| | **DIFFERENTLY ABLED EMPLOYEES** | | | | | |
| 1 | Permanent (D) | 0 | 0 | 0 | 0 | 0 |
| 2 | Other than Permanent (E) | 0 | 0 | 0 | 0 | 0 |
| 3 | Total Differently Abled Employees (D + E) | 0 | 0 | 0 | 0 | 0 |
| | **DIFFERENTLY ABLED WORKERS** | | | | | |
| 1 | Permanent (D) | 0 | 0 | 0 | 0 | 0 |
| 2 | Other than Permanent (E) | 0 | 0 | 0 | 0 | 0 |
| 3 | Total Differently Abled Workers (D + E) | 0 | 0 | 0 | 0 | 0 |

## 21. Participation/Inclusion/Representation of women

| | Total (A) | No. and % of females | |
|---|---|---|---|
| | | No. (B) | % (B/A) |
| Board of Directors | 8 | 1 | 12.50 |
| Key Management Personnel | 2 | 0 | 0.00 |

## 22. Turnover rate for permanent employees and workers

(Disclose trends for the past 3 years)

| | FY2025 (Turnover rate in current FY) | | | FY2024 (Turnover rate in previous FY) | | | FY2023 (Turnover rate in the year prior to previous FY) | | |
|---|---|---|---|---|---|---|---|---|---|
| | Male | Female | Total | Male | Female | Total | Male | Female | Total |
| Permanent Employees | 20.21 | 25.71 | 21.27 | 14.00 | 31.00 | 16.00 | 15.00 | 15.00 | 15.00 |
| Permanent Workers | 0 | 0 | 0 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |

## V. Holding, Subsidiary and Associate Companies (including joint ventures)

23 a **Names of holding / subsidiary / associate companies / joint ventures.**

| S. No. | Name of the holding / subsidiary /associate companies / joint ventures (A) | Indicate whether holding/ Subsidiary/ Associate/ Joint Venture | % of shares held by listed entity | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|---|---|---|---|---|
| 1 | Netweb Foundation | Subsidiary | 99 | No |

## VI. CSR Details

24 i. **Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)**

Yes

ii. **Turnover (in Rupees Crore)**

₹1149.02 Crore

iii. **Net worth (in Rupees Crore )**

₹530.33 Crore



## VII. Transparency and Disclosures Compliances

## 25 Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism Place (Yes/ No) (If yes, then provide web-link for grievance redress policy) | FY2025 Current Financial Year | | | FY2024 Previous Financial Year | | |
|---|---|---|---|---|---|---|---|
| | | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks |
| Communities | Yes, https://netwebindia.com/investors/corporate governance.php | 0 | 0 | NA | 0 | 0 | NA |
| Investors (other than shareholders) | | 2 | 0 | All complaints were resolved. | 1136 | 0 | The Company was listed on July 27, 2023. All complaints from investors were related to the IPO, such as unblocking of funds, non-allotment of shares, etc. |
| Shareholders | | 0 | 0 | NA | 0 | 0 | NA |
| Employees and workers | | 0 | 0 | NA | 0 | 0 | NA |
| Customers | | 0 | 0 | NA | 0 | 0 | NA |
| Value Chain Partners | | 0 | 0 | NA | 0 | 0 | NA |
| Other (please specify) | | 0 | 0 | NA | 0 | 0 | NA |

## 26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

**Note:** E – Environment
S – Social
G – Governance

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| 1 | G: Data privacy and information management | R | External attacks on network, malware, compromised credentials, business email compromise via phishing and other cyber security risks, may result in data loss and loss of reputation. | Netweb's systems are strongly secured, and the Company has received ISO 27001:2013 (Information Security Management System) certificates from International Benchmarking & Certifications | **Negative:** Introducing innovative technology often comes with increased operational costs due to investments in infrastructure and training. |

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| 2 | G: Operational Risk Management | O | Proactive risk identification ensures business preparedness and continuity (e.g., during cyberattacks, regulatory changes, or client attrition) and builds investor trust. | NA | **Positive:** Operational stability, long-term value creation. |
| 3 | E: Waste management | R/O | Risk - Waste management remains a critical focus area for the Company, given the potential legal, financial, and reputational risks associated with improper disposal practices. A significant portion of the waste generated stems from electronic waste (e-waste) which, if not managed appropriately, can lead to severe environmental pollution and pose health hazards to humans and other living organisms. Opportunity - Sustainable handling of waste reduces cost, fosters circular economy, and enhances brand value | Netweb has partnered with one of the leading authorised e-waste recyclers to facilitate its customers to enable them to dispose e-waste products after end-of-life. The recycling partner has expertise in assisting producers in fulfilling their compliances related to EPR and E-waste management. | **Negative:** Additional operational cost in collection of e-waste.<br>**Positive:** Additional income from waste to wealth projects; resource recovery. |
| 4 | G: Supply chain management | R | Geopolitical factors, logistical factors, quality, inaccessibility could disrupt our supply chain | We have a diverse base of suppliers situated both domestically and internationally. Additionally, we leverage efficient technology for inventory management and tracking | **Negative:** Additional operational cost. |
| 5 | S: Talent acquisition and retention | O | Skilled talent is core to delivery in IT services; attracting and retaining talent builds delivery strength, IP, and continuity. The Company's employees require constant upskilling and reskilling to ensure top services are delivered to our clients. | NA | **Positive:** Fostering a dedicated and motived workforce, thus improving customer satisfaction. |





| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| 6 | S: Human capital development, retention and labour practices | O | In the dynamic landscape of the electronics industry, the Company firmly recognises its human capital as one of its most vital assets. Amid rapid technological advancements, the adaptability and continued relevance of the Company are directly anchored to the capabilities of its skilled workforce. This dedicated team plays a pivotal role in driving sustainable growth. The Company's strategic roadmap integrates both short-term and long-term initiatives.<br>In the short term, focused efforts are made through induction programmes, skill enhancement sessions, on-the-job training, and targeted technical instruction. The long-term vision is embodied in the development of a cutting-edge Centre of Excellence (CoE), designed to promote both theoretical and practical learning. These programmes not only foster holistic development but also contribute significantly to employee retention. | NA | **Positive:** Prioritising the development of human capital can yield significant positive financial outcomes for the organisation. By investing in initiatives that support employee well-being, offering competitive compensation, and providing comprehensive benefits, the Company fosters a strong and loyal relationship with its workforce. This not only enhances employee satisfaction and productivity but also contributes to improved retention, innovation, and overall organisational performance. |
| 7 | S: Human rights, health, and safety | R | Ensuring mental wellbeing, safety in office and zero tolerance to harassment is essential to ensure employee trust, satisfaction and enhances productivity and compliance. | Training on POSH, Company Policy, Whistleblower Policy, awareness session on employee wellbeing | **Negative:** Productivity loss, legal costs. |
| 8 | E: Climate action (energy management and emission reduction) | R/O | Risk - High energy use in data centres and office spaces affects carbon footprint, increases operational costs, poor environmental performance, impacting overall ESG score.<br>Opportunity - Improving energy efficiency and renewable use helps in cost savings, reducing carbon emissions, enhances environmental performance, attracts investors and stakeholders and align with client preference. | The Company recognising the critical impact of greenhouse gas (GHG) emissions in accelerating climate change has proactively implemented a series of initiatives aimed at reducing its overall GHG footprint. These measures are aligned with global sustainability goals and reflect the Company's commitment to mitigating environmental risks associated with climate change. Through these actions, the Company reaffirms its dedication to environmental stewardship and its responsibility as a conscientious corporate citizen in addressing global climate challenges. | **Negative:** High energy cost volatility, reduced investor attraction.<br>**Positive:** While the initial investment in emerging climate technologies may be substantial, the long-term returns can yield significant economic, social, and environmental benefits. These investments not only support the transition to a low-carbon economy, they also enhance operational efficiency, foster innovation and strengthen the Company's resilience to future climate-related risks. Ultimately, this forward-looking approach positions the Company as a sustainable and responsible market leader. |

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| 9 | E: Water Management | O | Waste management remains a critical focus area for the Company, given the potential legal, financial, and reputational risks associated with improper disposal practices. A significant portion of the waste generated stems from electronic waste (e-waste), which, if not managed appropriately, can lead to serious environmental pollution and pose health hazards to humans and other living organisms. Recognising these risks, the Company is firmly committed to adopting and implementing comprehensive waste management strategies, with a special emphasis on responsible e-waste handling. This proactive approach reflects the Company's dedication to environmental stewardship and its broader commitment to safeguarding ecological and human well-being. | NA | **Positive:** While collaborating with government-certified recyclers may involve additional costs, the long-term environmental and social benefits significantly outweigh these expenditures. Such partnerships ensure responsible disposal of waste, particularly e-waste, thereby minimising ecological harm, enhancing regulatory compliance, and reinforcing the Company's commitment to sustainability and corporate responsibility. |
| 10 | G: Corporate Governance & Business Ethics | R/O | Risks - Weak governance can damage stakeholder trust and invite regulatory action, especially for listed or export-heavy tech companies.<br>Opportunity - The Company recognises the critical importance of strong corporate governance as a foundational element of sustainable business operations. | The Company has instituted a robust corporate governance framework designed to ensure full compliance with all applicable laws and regulations. To reinforce this commitment, the Company has adopted a comprehensive suite of formal policies that promote ethical conduct, transparency, and accountability across all levels. In addition, to stay aligned with evolving legal and regulatory developments, the Company employs an in-house compliance management tool. Strengthened oversight, independent Board committees, ethics training, Whistleblower Policy, this platform plays a vital role in enabling the Company to effectively monitor, manage, and respond to compliance obligations in a timely and efficient manner. | **Negative:** Legal penalties, stock impact, legal battles, and monetary loss.<br>**Positive:** This strong commitment to corporate governance is expected to yield favourable financial outcomes for the Company. It will also enhance the Company's reputation for regulatory compliance in the marketplace and foster greater trust and confidence among shareholders and other stakeholders. |





| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| 11 | Product Design and Innovation | O | In the dynamic landscape of the electronics industry, emerging technologies continuously disrupt the status quo, rendering existing systems and products obsolete at an accelerating pace. This ongoing transformation impacts not only the electronics sector but also adjacent industries, prompting a need for constant adaptation. To remain competitive and relevant amid this evolution, proactive measures are essential. These include the continual innovation of product designs and manufacturing processes to ensure they align with the latest technological advancements. In alignment with this vision, Company has made substantial investments to strengthen its Research and Development (R&D) capabilities. This strategic initiative is aimed at enhancing the Company's design expertise and operational efficiencies, ultimately placing Company at the forefront of industry innovation. Netweb's unwavering commitment to R&D reflects its dedication to anticipating market needs and leading through innovation in an ever-evolving industry environment. | NA | **Positive:** Embracing emerging technologies enhances product performance and operational efficiency, fostering greater customer trust and satisfaction. This, in turn, has the potential to drive positive revenue growth and strengthen the Company's market position. However, it is important to acknowledge that these advancements require significant upfront investment—both in infrastructure and capability building. Despite the initial costs, the long-term strategic benefits far outweigh the expenditure, positioning the Company for sustained innovation and growth. |

## Section B: MANAGEMENT AND PROCESS DISCLOSURES

**This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.**

| Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|
| Policy and management processes | | | | | | | | | |
| 1. a- Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 1. b- Has the policy been approved by the Board? (Yes/No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 1. c- Web Link of the Policies, if available | https://netwebindia.com/investors/corporategovernance.php | | | | | | | | |
| 2. Whether the entity has translated the policy into procedures. (Yes / No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 3. Do the enlisted policies extend to your value chain partners? (Yes/No) | No | No | No | No | No | No | No | No | No |

| | | |
|---|---|---|
| 4. | Name of the national and international codes/certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle. | P1: ISO 9001, ISO 26000, ISO 37001, SA 8000,<br>P2: ISO 9001, ISO 14001, ISO 45001, ISO 37001, BIS Certification (Workstation) AS PER IS 13252(Part 1):2010/ IEC 60950-1: 2005, BIS Certification (Storage) AS PER IS 13252(Part 1):2010/ IEC 60950-1 : 2005, BIS Certification (Automatic Data Processing Machine) AS PER IS 13252(Part 1):2010/ IEC 60950-1 : 200513252(Part 1):2010/ IEC 60950-1 : 2005.<br>P3: ISO 45001, ISO 27001, SA 8000,<br>P4: ISO 37001, ISO 37000, ISO 26000.<br>P5: ISO 45001, ISO 26000, SA 8000.<br>P6: 1. ISO 14001, ISO 45001, ISO 26000, ISO 50001, ISO 9001.<br>P7: ISO 26000.<br>P8: ISO 26000, SA 8000.<br>P9: ISO 9001, ISO 27001. |
| 5. | Specific commitments, goals, and targets set by the entity with defined timelines, if any. | • Increase usage of renewable energy to 5% of total energy consumption by 2030.<br>• Gender diverse workforce, with more than 25% women representation by 2030<br>• 50+ average learning hours per employee<br>• Facilitate best-in-class employee experience and being recognised as among the best employers in our key operating regions.<br>• Recycle 50% of solid waste by 2030.<br>• Focus on improving employees' safety. |
| 6. | Performance of the entity against the specific commitments, goals, and targets along-with reasons in case the same are not met. | • P1: The Company has conducted learning sessions of 40 hours per employee on an average.<br>• P2: Embracing sustainability as a core value, we have set ambitious targets and are committed to transparently reporting our performance in the upcoming year.<br>• P3: During the year, our women workforce representation reached 17%.<br>• P4: Embracing sustainability as a core value, we have set ambitious targets and are committed to transparently reporting our performance in the upcoming year.<br>• P5: The Company has achieved 70% score in e-NPS survey – a matrix used by organisations to measure employee satisfaction and loyalty. The tool uses a questionnaire focusing on wellbeing, inclusivity, and diversity in the organisation.<br>• P6: The Company started moving towards usage of renewable energy by replacing petrol vehicles with electronic vehicles.<br>• P7: Embracing sustainability as a core value, we have set ambitious targets and are committed to transparently reporting our performance in the upcoming year.<br>• P8: Embracing sustainability as a core value, we have set ambitious targets and are committed to transparently reporting our performance in the upcoming year.<br>• P9: Embracing sustainability as a core value, we have set ambitious targets and are committed to transparently reporting our performance in the upcoming year. |





**Governance, leadership and oversight**

| | | |
|---|---|---|
| 7. | Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure) | "As a responsible company, we firmly believe that embracing sustainability isn't just a choice, it's a responsibility we owe to our planet and future generations. At our company, we recognise the urgent need to reduce our environmental footprint and operate with greater consciousness. We are committed to integrating sustainable practices into every aspect of our operations from sourcing materials to manufacturing and distribution. We strive to uplift communities, address social issues, and create a positive and lasting impact on the lives of those around us. Our corporate philosophy prioritises employee care. It provides employees and business associates with working conditions that are clean, safe, healthy, and fair."<br>**Mr. Vivek Lodha,**<br>Whole Time Director & Chairperson – ESG Committee |
| 8. | Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies). | Chairperson of ESG Committee Telephone: 0129-2310400<br>Email: Complianceofficer@netwebindia.com<br>Name: Vivek Lodha |
| 9. | Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details. | Yes, the ESG Committee comprising of Whole-time Director, CFO, HR head, Legal Head and Company Secretary is responsible for decision-making on sustainability related issues. |

10. Details of Review of NGRBCs by the Company:

| Subject for Review | Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Performance against above policies and follow up action | Committee of the Board | | | | | | | | |
| Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances | Committee of the Board | | | | | | | | |

| Subject for Review | Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Performance against above policies and follow up action | Annually | | | | | | | | |
| Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances | Annually | | | | | | | | |

| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|
| 11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency. | No | | | | | | | | |

Note: The Company acknowledges that although external assessments are not currently undertaken, it has established a robust internal review mechanism. This includes an independent examination process that comprehensively examines the implementation of all key policies. By emphasising transparency and accountability, the Company ensures the effective execution of its policies.

12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

| Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|
| The entity does not consider the principle material to its business (Yes/No) | Not Applicable | | | | | | | | |
| The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No) | Not Applicable | | | | | | | | |
| The entity does not have the financial or/human and technical resources available for the task (Yes/No) | Not Applicable | | | | | | | | |
| It is planned to be done in the next financial year (Yes/No) | Not Applicable | | | | | | | | |
| Any other reason (please specify) | Not Applicable | | | | | | | | |

Note: The Company has all relevant policies in place in relation to all the Principles; this question is therefore, not applicable to the Company.

## Section C: Principle-Wise Performance Disclosure

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorised as "Essential" and "Leadership." While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible.

### PRINCIPLE-1 Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent and accountable.

#### ESSENTIAL INDICATORS

1. **Percentage coverage by training and awareness programmes on any of the principles during the financial year:**

| Segment | Total number of trainings and awareness programmes held | Topics / principles covered under the training and its impact | % of persons in respective category covered by the awareness programmes |
|---|---|---|---|
| Board of Directors | 1 | Familiarisation programmes and strategic meeting. | 100.00% |
| Key Managerial Personnel | 1 | Familiarisation programmes and strategic meeting. | 100.00% |
| Employees other than BoD and KMPs | 10 | Topics Covered - Code of Conduct, Insider Trading, Whistleblower Policy, payroll software mechanism, POSH, Freedom of Association & Collective Bargaining, Anti-Corruption and Anti-Bribery Policy, Dress Code Policy, Employee Grievance Redressal Policy, role-specific functional trainings i.e., SAP, Salesforce, Ricago-Software related to reporting of Overall Compliances, ESG training, ZOHO ATS, etc. | 100.00% |
| Workers | 0 | N/A | 0% |

2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / kmps) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):**

***Monetary***

| | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Amount (In INR) | Brief of the Case | Has an appeal been preferred? (Yes/No) |
|---|---|---|---|---|---|
| Penalty/ Fine | | | | | |
| Settlement | | | Nil | | |
| Compounding Fee | | | | | |

***Non- Monetary***

| | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Brief of the Case | Has an appeal been preferred? (Yes/No) |
|---|---|---|---|---|
| Imprisonment | | Nil | | |
| Punishment | | | | |

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

| Case Details | Name of the regulatory/ enforcement agencies/ judicial institutions |
|---|---|
| NIL | NIL |





4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes, Netweb Technologies has instituted a comprehensive Anti-Corruption and Anti-Bribery Policy, reinforcing its commitment to lawful and ethical conduct across all levels of the organisation. This Policy applies to all employees, including the Board of Directors, as well as third parties such as intermediaries, consultants, and representatives associated with Netweb. It outlines prohibited actions, provides clear guidelines for responsible and transparent business interactions, and serves as both a deterrent and a resource to prevent unethical practices. Additionally, Netweb implements training and awareness programmes to ensure all employees understand and adhere to the principles set forth in the Policy. The Policy is available at:

https://netwebindia.com/investors/corporategovernance.php

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption.**

| | FY2025 Current Financial Year | FY2024 Previous Financial Year |
|---|---|---|
| Directors | | |
| KMPs | 0 | 0 |
| Employees | | |
| Workers | | |

6. **Details of complaints with regard to conflict of interest.**

| | FY2025 Current Financial Year | | FY2024 Previous Financial Year | |
|---|---|---|---|---|
| | Number | Remarks | Number | Remarks |
| Number of complaints received in relation to issues of Conflict of Interest of the Directors | No complaints received. | | | |
| Number of complaints received in relation to issues of Conflict of Interest of the kmps | | | | |

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

No corrective measures have been initiated or are in progress concerning fines, penalties, or similar issues, as there have been no complaints filed.

8. **Number of days of accounts payables ((Accounts Payable *365) / Cost of goods/ services procured) in the following format.**

| | FY2025 Current Financial Year | FY2024 Previous Financial Year |
|---|---|---|
| Number of days of accounts payable | 78 | 76 |

Note: Accounts payables are calculated as the average of opening and closing of Accounts Payable.

9. **Open-ness of business. Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:**

| Parameter | Metrics | FY2025 Current Financial Year | FY2024 Previous Financial Year |
|---|---|---|---|
| Concentration of purchases | a. Purchases from trading houses as % of total purchases | 0% | Nil |
| | b. Number of trading houses where purchases are made from | 0 | Nil |
| | c. Purchases from top 10 trading houses as % of total purchases from trading houses | 0% | Nil |

| Parameter | Metrics | FY2025 Current Financial Year | FY2024 Previous Financial Year |
|---|---|---|---|
| Concentration of Sales | a. Sales to dealers /distributors as % of total sales | 4.91% | 19.42%* |
| | b. Number of dealers / distributors to whom sales are made | 4 | 2* |
| | c. Sales to top 10 dealers / distributors as % of total sales to dealers /distributors | 100% | 100%* |
| Share of rpts in | a. Purchases (Purchases with related parties / Total Purchases) | 0% | Nil |
| | b. Sales (Sales to related parties / Total Sales) | 0% | Nil |
| | c. Loans & advances (Loans & advances given to related parties / Total loans & advances) | 0% | Nil |
| | d. Investments (Investments in related parties / Total Investments made) | 0% | Nil |

Note: ₹59.4 million in PLI incentives (other operating revenue) has been excluded from total sales.

*Previous year data has been revised based on updated information.

## LEADERSHIP INDICATORS

1. **Awareness programmes conducted for value chain partners on any of the principles during the financial year:**

| Total number of awareness programmes held | Topics / principles covered under the training | %age of value chain partners covered (by value of business done with such partners under the awareness programmes) |
|---|---|---|
| Nill | | |

2. **Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.**

Yes, the Company has a clearly defined Conflict of Interest Policy, embedded within its Code of Conduct for Directors and Senior Management. It prohibits involvement in activities that may create or appear to create a conflict with the Company's interests.

A robust framework governs Related Party Transactions (RPTs), aligned with the Companies Act, 2013, SEBI Listing Regulations, and the Company's RPT Policy. All RPTs are approved by the Audit Committee, Board, or shareholders, as applicable, ensuring full compliance.

The Code of Conduct also restricts misuse of Company assets, proprietary information, and influence for personal gain, and prohibits participation in competing business activities. Directors disclose their interests in other entities annually or upon any change.

## PRINCIPLE-2 Businesses should provide goods and services in a manner that is sustainable and safe.

## ESSENTIAL INDICATORS

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

| | FY2025 | FY2024 | Details of improvements in environmental and social impacts |
|---|---|---|---|
| R&D | The Company is working towards establishing a system where this data can be categorically tracked, measured and reported. | | |
| Capex | | | |





2 a. ***Does the entity have procedures in place for sustainable sourcing? (Yes/No)***

Yes, the Company has a comprehensive Sustainable Sourcing Policy in place. The Policy underscores Netweb's commitment to responsible procurement practices. It is designed to integrate sustainability principles into all sourcing activities, ensuring that the Company minimises environmental impact, promotes ethical business practices, and supports local and diverse suppliers.

2 b. ***If yes, what percentage of inputs were sourced sustainably?***

The Company is actively monitoring and evaluating its supply chain. It is also in the process of assessing the percentage of sustainable sourcing, starting FY2026. However, the Company has a comprehensive Sustainable Sourcing Policy in place that underscores our commitment to responsible procurement practices. This policy is designed to integrate sustainability principles into all sourcing activities, ensuring that we minimise environmental impact, promote ethical business practices, and support local and diverse suppliers.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (C) Hazardous waste and (d) other waste.**

| | |
|---|---|
| A. Plastics (including packaging | Netweb Technologies India Limited has tied-up with Central Pollution Control Board (CPBC)-authorised waste recyclers for facilitating its customers to enable them to dispose of e-waste products after its end-of-life. The Company has 42 dedicated vendor-operated collection and drop points, available for its customers to choose from. |
| E-waste | |
| Hazardous waste | Not Applicable |
| Other waste | Not Applicable |

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Yes, EPR is applicable to the entity's activities. The waste collection plan is in line with the EPR plan submitted to Pollution Control Boards.

## LEADERSHIP INDICATORS

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

| NIC Code | Name of Product / Service | % of total Turnover contributed | Boundary for which the Life Cycle Perspective/ assessment was conducted | Whether conducted by Independent external agency (Yes/No) | Results communicated in public domain (Yes/ No) If yes, provide the web-link. |
|---|---|---|---|---|---|
| Not Conducted LCA | | | | | |

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective/ Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

| Name of Product / Service | Description of the risk / concern | Action Taken |
|---|---|---|
| Not Applicable | | |

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

| Indicate input material | Recycled or re-used input material to total material | |
|---|---|---|
| | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
| Nil | | |

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

| | FY2025 Current Financial Year | | | FY2024 Previous Financial Year | | |
|---|---|---|---|---|---|---|
| | Re-Used | Recycled | Safely Disposed | Re-Used | Recycled | Safely Disposed |
| Plastics (including packaging) | Nil | | | | | |
| E-waste | | | | | | |
| Hazardous waste | | | | | | |
| Other waste | | | | | | |

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

| Indicate product category | Reclaimed products and their packaging materials as % of total products sold in respective category |
|---|---|
| Supercomputing/High Performance Computing. | Nil |
| Private Cloud and hyperconverged infrastructure | |
| AI and Enterprises Work Solution | |
| High performance storage solution | |
| Data centre server | |
| Software and services for HCS offerings | |
| Network Switches | |
| Other- Spare Sales | |

## PRINCIPLE-3 Businesses should respect and promote the well-being of all employees, including those in their value chains.

### ESSENTIAL INDICATORS

1 a. *Details of measures for the well-being of employees*

| Category | % of employees covered by | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Health insurance | | Accident Insurance | | Maternity benefits | | Paternity benefits | | Day Care facilities | |
| | | Number (B) | % (B / A) | Number (C) | % (C / A) | Number (D) | % (D / A) | Number (E) | % (E / A) | Number (F) | % (F / A) |
| **Permanent employees** | | | | | | | | | | | |
| Male | 366 | 366 | 100.00 | 366 | 100.00 | 0 | 0 | 366 | 100 | 366 | 100.00 |
| Female | 75 | 75 | 100.00 | 75 | 100.00 | 75 | 100 | 0 | 0. | 75 | 100.00 |
| Total | 441 | 441 | 100.00 | 441 | 100.00 | 75 | 17.01 | 366 | 82.99 | 441 | 100.00 |
| **Other than Permanent employees** | | | | | | | | | | | |
| Male | 48 | 0 | 0.00 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 | 0 |
| Female | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 48 | 0 | 0.00 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 | 0 |





1 b. *Details of measures for the well-being of workers:*

| Category | % of workers covered by | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Health insurance | | Accident insurance | | Maternity benefits | | Paternity Benefits | | Day Care facilities | |
| | | Number (B) | % (B / A) | Number (C) | % (C / A) | Number (D) | % (D / A) | Number (E) | % (E / A) | Number (F) | % (F / A) |
| **Permanent workers** | | | | | | | | | | | |
| Male | Not Applicable | | | | | | | | | | |
| Female | | | | | | | | | | | |
| Total | | | | | | | | | | | |
| **Other than Permanent workers** | | | | | | | | | | | |
| Male | Not Applicable | | | | | | | | | | |
| Female | | | | | | | | | | | |
| Total | | | | | | | | | | | |

1 c. *Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:*

| PARTICULARS | FY2025 Current Financial Year | FY2024 Previous Financial Year |
|---|---|---|
| Cost incurred on well-being measures as a % of total revenue of the company | 0.12% | 0.07% |

2. **Details of retirement benefits, for Current FY and Previous FY.**

| Benefits | FY2025 Current Financial Year | | | FY2024 Previous Financial Year | | |
|---|---|---|---|---|---|---|
| | No. Of employees covered as a % of total employees | No. Of workers covered as a % of total worker | Deducted and deposited with the authority (Y/N/N.A.) | No. Of employees covered as a % of total employees | No. Of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) |
| PF | 100 | NA | Y | 100 | NA | Y |
| Gratuity | 100 | | Y | 100 | | Y |
| ESI | 100 | | Y | 100 | | Y |
| Others-Specify | 0 | | N.A. | 0 | | NA |

Note: 100% of the Company's eligible employees receive retirement benefits.

3. **Accessibility of workplaces.**

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes. The Company is committed to fostering an inclusive and accessible workplace. All premises are progressively being made compliant with the Rights of Persons with Disabilities Act, 2016. Key measures such as accessible washrooms, portable ramps, designated signage, and other assistive infrastructure are being implemented across locations. The approach aligns with industry best practices to ensure equitable access for all employees and workers.

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

Yes, the entity has an Equal Opportunity Policy in line with the Rights of Persons with Disabilities Act, 2016.

We recognise and respect the diverse backgrounds and identities of our workforce and are committed to creating an inclusive environment that embraces these differences. We are committed to make reasonable accommodations, wherever necessary, to support qualified employees or job applicants with disabilities.

To ensure equal opportunities for all, we provide reasonable accommodation to ensure that individuals with disabilities can enjoy or exercise their rights equally and effectively alongside others. This commitment applies across all areas of employment, including recruitment, hiring, work environment, career development, and workplace accessibility.

The policy is can be accessed at: https://netwebindia.com/investors/Policy/Gender-Equality-and-Equal-Opportunity-Policy.pdf

**5. Return to work and Retention rates of permanent employees and workers that took parental leave.**

| Gender | Permanent employees | | Permanent workers | |
|---|---|---|---|---|
| | Return to work rate | Retention rate | Return to work rate | Retention rate |
| Male | 100.00% | 100.00% | Not Applicable | |
| Female | 100.00% | 75.00% | | |
| Total | 100.00% | 90.48% | | |

Note: For Retention rate- the Company has considered employees who remained with the organisation for 12 months after returning from parental leave.

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give. details of the mechanism in brief.**

| | Yes/No | Yes/No (If yes, then give details of the mechanism in brief) |
|---|---|---|
| Permanent Workers | No | We don't have workers in our organisation. |
| Other than Permanent Workers | No | We don't have workers in our organisation. |
| Permanent Employees | Yes | Employees are provided with a dedicated email address for lodging any grievances. Additionally, they have the option to utilise channels like the Whistleblower Protection Program and the prevention of Sexual Harassment Act to confidentially report any concerns, and we have constituted an internal complaints committee dedicated to complaints of such nature. For POSH: posh@netwebindia.com For Grievance: grievance@netwebindia.com For Whistle blower: complianceofficer@netwebindia.com |
| Other than Permanent Employees | Yes | Employees are provided with a dedicated email address for lodging any grievances. Moreover, they have the option to utilise channels such as the Whistleblower Protection Program and the prevention of Sexual Harassment Act to confidentially report any concerns, and we have constituted an internal complaints committee dedicated to complaints of such nature. For POSH: posh@netwebindia.com For Grievance: grievance@netwebindia.com For Whistle blower: complianceofficer@netwebindia.com |

**7. Membership of employees and worker in association(s) or Unions recognised by the listed entity.**

| Benefits | FY2025 Current Financial Year | | | FY2024 Previous Financial Year | | |
|---|---|---|---|---|---|---|
| | Total employees/ workers in respective category (A) | No. Of employees/ workers in respective category, who are part of association(s) or Union (B) | % (B/A) | Total employees/ workers in respective category (C) | No. Of employees / workers in respective category, who are part of association(s) or Union (D) | % (D/C) |
| Total Permanent Employees | 441 | 0 | 0.00 | 362 | 0 | 0.00 |
| Male | 366 | 0 | 0.00 | 297 | 0 | 0.00 |
| Female | 75 | 0 | 0.00 | 65 | 0 | 0.00 |
| Total Permanent Workers | 0 | 0 | 0.00 | 0 | 0 | 0.00 |
| Male | 0 | 0 | 0.00 | 0 | 0 | 0.00 |
| Female | 0 | 0 | 0.00 | 0 | 0 | 0.00 |





**8. Details of training given to employees and workers.**

| | FY2025 Current Financial Year | | | | | FY2024 Previous Financial Year | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | On Health and safety measures | | On Skill upgradation | | Total (D) | On Health and safety measures | | On Skill upgradation | |
| | | No. (B) | % (B / A) | No. (C) | % (C / A) | | No. (E) | % (E / D) | No. (F) | % (F / D) |
| **Employees** | | | | | | | | | | |
| Male | 414 | 414 | 100.00% | 414 | 100.00% | 297 | 297 | 100.00% | 297 | 100.00% |
| Female | 75 | 75 | 100.00% | 75 | 100.00% | 65 | 65 | 100.00% | 65 | 100.00% |
| Total | 489 | 489 | 100.00% | 441 | 100.00% | 362 | 362 | 100.00% | 362 | 100.00% |
| **Workers** | | | | | | | | | | |
| Male | NA | | | | | | | | | |
| Female | | | | | | | | | | |
| Total | | | | | | | | | | |

**9. Details of performance and career development reviews of employees and workers:**

| | FY2025 Current Financial Year | | | FY2024 Previous Financial Year | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. (B) | % (B / A) | Total (C) | No. (D) | % (D / C) |
| **Employees** | | | | | | |
| Male | 414 | 414 | 100.00% | 297 | 178 | 59.93% |
| Female | 75 | 75 | 100.00% | 65 | 35 | 53.85% |
| Total | 489 | 489 | 100.00% | 362 | 213 | 58.84% |
| **Workers** | | | | | | |
| Male | NA | | | | | |
| Female | | | | | | |
| Total | | | | | | |

Note: 100% of the Company's eligible employees have received performance and career-development reviews.

**10. Health and safety management system.**

***A. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such system?***

Yes, the Company actively implements its Health and Safety Policy through well-defined procedures and regular employee training. All facilities consistently follows systems that align with the principles and guidelines of the Occupational Health and Safety Management System. It is committed to protecting its workforce and upholding high safety standards across its operations, ensuring all its facilities and offices follow a robust Occupational Health and Safety Management System. In addition, the Company holds ISO 45001:2018 certification for all its manufacturing facilities and offices.

***B. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?***

The Company implements regular equipment inspections, hosts frequent safety awareness sessions, and provides specialised training programmes for its staff.

***C. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)***

Not applicable

***D. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)***

Yes, employees have access to non-occupational medical and healthcare services.

11. **Details of safety related incidents, in the following format.**

| Safety Incident/Number | Category | FY2025 Current Financial Year | FY2024 Previous Financial Year |
|---|---|---|---|
| Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) | Employees | 0 | 0.00 |
| | Workers | 0 | 0.00 |
| Total recordable work-related injuries | Employees | 0 | 0.00 |
| | Workers | 0 | 0.00 |
| No. Of fatalities | Employees | 0 | 0.00 |
| | Workers | 0 | 0.00 |
| High consequence work-related injury or ill-health (excluding fatalities) | Employees | 0 | 0.00 |
| | Workers | 0 | 0.00 |

12. **Describe the measures taken by the entity to ensure a safe and healthy workplace.**

Following are the measures taken to ensure a safe and healthy workplace:

1. Implementation of Safety Protocols: Strict safety guidelines are followed at all operational levels to minimise risks and ensure workplace safety.
2. Regular Risk Assessments: Periodic evaluations are conducted to identify, assess, and mitigate potential health and safety hazards.
3. Employee Training Programs: Comprehensive health and safety training is provided to employees to enhance awareness and preparedness in managing workplace risks.
4. Regulatory Compliance: All safety-related operations adhere to applicable legal standards and industry regulations to ensure accountability.
5. Culture of Safety Consciousness: Safety is promoted as a shared responsibility, embedded in the organisation's culture and day-to-day operations.
6. Grievance Redressal Mechanism: A dedicated email address is provided for employees to report health and safety concerns and seek timely resolution.

13. **Number of Complaints on the following made by employees and workers:**

| | FY2025 Current Financial Year | | | FY2024 Previous Financial Year | | |
|---|---|---|---|---|---|---|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Working Conditions | 0 | 0 | NA | 0 | 0 | NA |
| Health & Safety | 0 | 0 | NA | 0 | 0 | NA |

14. **Assessments for the year.**

| | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|---|---|
| Health and safety practices | 100.00 |
| Working Conditions | 100.00 |

15. **Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

During the year, the Company experienced no incidents related to safety. Nonetheless, proactive measures have been adopted to mitigate safety-related incidents.





## LEADERSHIP INDICATORS

1. **Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).**

A - Yes, the Company provides accidental insurance coverage upto ₹25 lakh.

B - Not Applicable

2. **Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

The Company engages with only those entities who comply with statutory requirements; any non-adherence that comes to the the Company's attention is viewed very seriously. The Company regularly deposits undisputed statutory dues to the appropriate authorities; and compliance of these are rigorously followed, including for all its vendors. These aspects are also reviewed as part of vendor compliance due diligence during the onboarding of new vendors.

3. **Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment.**

| | Total no. of affected employees/ workers | | No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment | |
|---|---|---|---|---|
| | FY2025 Current Financial Year | FY2024 Previous Financial Year | FY2025 Current Financial Year | FY2024 Previous Financial Year |
| Employees | 0 | 0 | 0 | 0 |
| Workers | 0 | 0 | 0 | 0 |

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**

Yes. Guidance is provided during exit discussions to support career transitions. Discussions typically cover retirement benefits such as Provident Fund (PF), gratuity, and National Pension Scheme (NPS), as applicable. Additionally, employees are informed about final settlements, experience letters, future employability support and any applicable outplacement services.

5. **Details on assessment of value chain partners.**

| | % of value chain partners (by value of business done with such partners) that were assessed |
|---|---|
| Health and safety practices | 0 |
| Working Conditions | 0 |

Note: The Company has not started assessing its value chain partners yet.

6. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

The Company has not begun assessing its value chain partners; hence, no risks have been identified and no corrective actions taken.

## PRINCIPLE-4 Businesses should respect the interests of and be responsive to all its stakeholders.

## ESSENTIAL INDICATORS

1. **Describe the processes for identifying key stakeholder groups of the entity.**

Netweb Technologies defines its stakeholders as all individuals, groups, organisations, and communities that are directly or indirectly impacted by its operations and value chain. Guided by its commitment to delivering sustained value, the Company places strong emphasis on fostering long-term relationships with its stakeholders.

Key stakeholders are identified through a materiality-driven approach, focusing on those who significantly influence or are affected by the Company's activities. These include customers, investors, regulatory bodies, employees, local communities, and various government entities.

Netweb actively engages with its stakeholders to understand their expectations and feedback, ensuring that its business practices and processes evolve in response to these insights. In line with emerging trends, the Company recognises ESG-focused investors and rating agencies as key stakeholders in shaping its sustainability agenda.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

| Stakeholder Group | Whether identified as Vulnerable & Marginalised Group (Yes/ No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|---|---|---|---|---|
| Investors/ shareholders | No | • Annual General Meeting<br>• Company's website<br>• Investor / analyst meet / calls<br>• Annual Report | Quarterly, annually and as per requirement | Compliance with statutory compliances and communicate them about the performance of the Company |
| Customers | No | E-mail | As per requirement | Business discussions |
| Business Partners (Suppliers, Dealers/ Distributors) | No | E-mail | As per requirement | Product/service purchase and sales |
| Employees & Workers | No | Performance review, trainings and employee engagement activities | As per requirement | Performance assessment, training & development |
| Regulatory Bodies | No | Regulatory Bodies – SEBI, Stock Exchanges, Ministry of Corporate Affairs, ROC. Through various Stock Exchange and ROC Filings, which includes intimation of events categorised under Reg 30 of SEBI LODR, other event-based compliances such as Corporate Governance Report, Filing of Financial Statements, etc. | As per requirement | Compliance |

### LEADERSHIP INDICATORS

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

The Company is committed to driving sustainable growth by protecting the environment and contributing meaningfully to the community. The Company engages with its broader stakeholder community through relevant functional teams, in close consultation with the Management. It has established dedicated Board Committees to provide oversight and strategic direction in the areas of risk management, Corporate Social Responsibility (CSR), and environmental sustainability.

These Committees meet periodically to assess ongoing initiatives, monitor progress, and identify potential risks or opportunities. The CSR Committee plays a pivotal role in reviewing and guiding the Company's social impact programmes. Similarly, the Risk Management Committee is responsible for identifying and mitigating risks that may affect the Company's operations or long-term sustainability. Each Committee's Chairman presents their respective reports and key findings to the Board of Directors, ensuring that the Board remains well-informed and aligned with the Company's strategic goals.





2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Stakeholder consultation is paramount for Netweb in navigating an increasingly uncertain and dynamic world. To create long-term value, the Company takes steps to understand each stakeholder group's needs and priorities through several media, including direct engagement or via delegated committees and forums.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalised stakeholder groups.**

The Company has engaged with its stakeholder groups through our various CSR programmes such as contributions to girl's orphanage, contribution to charitable hospitals and further actively supported for vulnerable group of students.

## PRINCIPLE-5 Businesses should respect and promote human rights.

### ESSENTIAL INDICATORS

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format.**

| | FY2025 Current Financial Year | | | FY2024 Previous Financial Year | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. Of employees /workers covered (B) | % (B / A) | Total (C) | No. Of employees / workers covered (D) | % (D / C) |
| **Employees** | | | | | | |
| Permanent | 441 | 441 | 100.00 | 362 | 362 | 100.00% |
| Other than permanent | 48 | 48 | 100.00 | 36 | 0 | 0 |
| Total employees | 489 | 489 | 100.00 | 398 | 362 | 90.95 |
| **Workers** | | | | | | |
| Permanent | NA | | | | | |
| Other than permanent | | | | | | |
| Total workers | | | | | | |

2. **Details of minimum wages paid to employees and workers, in the following format.**

| Category | FY2025 Current Financial Year | | | | | FY2024 Previous Financial Year | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Equal to minimum wage | | More than minimum wage | | Total (D) | Equal to minimum wage | | More than minimum wage | |
| | | No.(B) | %B/A | No.(C) | %(C/A) | | No.(E) | %E/D | No.(F) | %F/D |
| **Employees** | | | | | | | | | | |
| Permanent | 441 | 0 | 0.00 | 441 | 100.00 | 362 | 0 | 0.00 | 362 | 100.00 |
| Male | 366 | 0 | 0.00 | 366 | 100.00 | 297 | 0 | 0.00 | 297 | 100.00 |
| Female | 75 | 0 | 0.00 | 75 | 100.00 | 65 | 0 | 0.00 | 65 | 100.00 |
| Other than permanent | 48 | 48 | 100.00 | 0 | 0.00 | 36 | 36 | 100.00 | 0 | 0.00 |
| Male | 48 | 48 | 100.00 | 0 | 0.00 | 36 | 36 | 100.00 | 0 | 0.00 |
| Female | 0 | 0 | 0.00 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0.00 |
| **Workers** | | | | | | | | | | |
| Permanent | NA | | | | | | | | | |
| Male | | | | | | | | | | |
| Female | | | | | | | | | | |
| Other than permanent | | | | | | | | | | |
| Male | | | | | | | | | | |
| Female | | | | | | | | | | |

3. a **Details of remuneration/salary/wages, in the following format.**

| | Male | | Female | |
|---|---|---|---|---|
| | Number | Median remuneration/ salary/ wages of respective category | Number | Median remuneration/ salary/ wages of respective category |
| Board of Directors (BoD) | 7 | 15628335 | 01 | 1125000 |
| Key Managerial Personnel* | 2 | 1767808 | 0 | 0 |
| Employees other than bod and KMP | 359 | 571734 | 75 | 451238 |
| Workers | NA | | | |

*Note:

- The Company has calculated median of employees who are employed as on March 31, 2025.
- The Company has excluded MD and WTD from KMP, as their median is calculated in BOD categories.

3. b **Gross wages paid to females as % of total wages paid by the entity, in the following format.**

| Safety Incident/Number | FY2025 Current Financial Year | FY2024 Previous Financial Year |
|---|---|---|
| Gross wages paid to females as % of total wages | 10.82% | 10.62% |

4. **Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes, the ESG Committee comprising of – Whole-time Director, CFO, HR head, Legal Head and Company Secretary – is responsible for decision making on sustainability-related issues. The Company actively promotes diversity and equal opportunity across all levels. Human Rights protection at the workplace is embedded within the Company's HR Policy. Additionally, a robust Grievience Redressal Mechanism is in place to address complaints related to any matter, including violations of human rights.

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**

The Internal Committee is designated as the primary entity within the Company. It is responsible for managing and resolving any matters related to human rights that arise as a direct result of business activities. The Committee functions as a responsive and authoritative body that employees and other stakeholders can approach with confidence when they have human rights concerns or grievances. It operates under a clear mandate to investigate allegations of human rights violations, take appropriate corrective action, and provide remedies when necessary. If an employee is not satisfied with the decision of the Committee, then they have the right to approach the regulatory forum.

Weblink of the policy: https://netwebindia.com/investors/corporategovernance.php

6. **Number of Complaints on the following made by employees and workers.**

| | FY2025 Current Financial Year | | | FY2024 Previous Financial Year | | |
|---|---|---|---|---|---|---|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Sexual Harassment | 0 | 0 | No complaints received | 0 | 0 | No complaints received |
| Discrimination at workplace | 0 | 0 | No complaints received | 0 | 0 | No complaints received |
| Child Labour | 0 | 0 | No complaints received | 0 | 0 | No complaints received |
| Forced Labour/ Involuntary Labour | 0 | 0 | No complaints received | 0 | 0 | No complaints received |
| Wages | 0 | 0 | No complaints received | 0 | 0 | No complaints received |
| Other human rights related issues | 0 | 0 | No complaints received | 0 | 0 | No complaints received |





7. **Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format.**

| Safety Incident/Number | FY2025 Current Financial Year | FY2024 Previous Financial Year |
|---|---|---|
| Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) | 0 | 0 |
| Complaints on POSH as a % of female employees / workers | 0 | 0 |
| Complaints on POSH upheld | 0 | 0 |

8. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

1. ***POSH Mechanism:***

   The Company has implemented a strong Prevention of Sexual Harassment (POSH) mechanism that enables employees to report incidents of harassment or discrimination in a safe and confidential manner.

   https://netwebindia.com/investors/POSH%20Policy.pdf

2. ***Whistleblower Policy:***

   A dedicated Whistleblower Policy is in place, allowing employees to raise concerns about unethical behaviour, harassment, or discrimination without fear of retaliation.

   https://netwebindia.com/investors/Whistle%20blower%20policy.pdf

3. ***Zero-tolerance for Retaliation:***

   The Company maintains a zero-tolerance policy for any retaliation against individuals who raise complaints in good faith. Any form of retaliation is treated as misconduct and may lead to disciplinary action.

4. ***Grievance Redressal Channel:***

   Employees can report concerns by submitting a written complaint through a dedicated grievance email address, ensuring accessible and timely resolution.

5. ***Access to Management:***

   All employees are encouraged to approach the Management directly if they face any issues or feel uncomfortable using formal reporting channels.

6. ***Culture of Accountability and Respect:***

   Through these mechanisms, the Company fosters a safe, inclusive, and respectful workplace environment, where all employees are treated with dignity and fairness.

9. **Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

Yes, human rights requirements form an integral part of our business agreements and contracts, aligning with applicable laws and responsible business practices.

10. **Assessments for the year.**

| | % of your plants and offices that were assessed by entity or statutory authorities or third parties) |
|---|---|
| Child Labour | 100.00 |
| Forced Labour/Involuntary Labour | 100.00 |
| Sexual Harassment | 100.00 |
| Discrimination at workplace | 100.00 |
| Wages | 100.00 |
| Others – please specify | 0 |

11. **Provide details of any corrective actions taken or underway to address significant risks /concerns arising from the assessments at Question 10 above.**

No actions have been initiated against the Company for any non-compliance. We adhere strictly to all applicable labour laws. Employees are encouraged to freely approach the Management with any concerns related to their work or workplace environment.

## LEADERSHIP INDICATORS

1. **Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**

No human rights grievances or complaints have been received during the reporting period; hence, no modifications to business processes were required.

2. **Details of the scope and coverage of any Human rights due-diligence conducted.**

The entity has mechanisms in place to assess human rights risks as part of its broader ESG due diligence process. Currently, no standalone human rights due diligence has been conducted.

3. **Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes, the premises are accessible to differently abled visitors, in line with the Rights of Persons with Disabilities Act, 2016. Accessibility is supported through the use of portable ramps, lifts, and other necessary assistive infrastructure.

4. **Details on assessment of value chain partners.**

| | % of value chain partners (by value of business done with such partners) that were assessed |
|---|---|
| Sexual Harassment | 0 |
| Discrimination at workplace | |
| Child Labour | |
| Forced Labour/Involuntary Labour | |
| Wages | |
| Others – please specify | |

Note: The Company has not yet started assessing its value chain partners.

5. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

No significant risks or concerns have been identified from value chain partners during the reporting period; hence, no corrective actions were required.

## PRINCIPLE-6 Businesses should respect and make efforts to protect and restore the environment.

## ESSENTIAL INDICATORS

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format.**

| Parameter | Unit | FY2025 Current Financial Year | FY2024 Previous Financial Year |
|---|---|---|---|
| **From renewable sources** | | | |
| Total electricity consumption (A) | Gigajoule (GJ) | 0 | 0 |
| Total fuel consumption (B) | Gigajoule (GJ) | 0 | 0 |
| Energy consumption through other sources (C) | Gigajoule (GJ) | 0 | 0 |
| Total energy consumed from renewable sources (A+B+C) | Gigajoule (GJ) | 0 | 0 |
| **From non-renewable sources** | | | |
| Total electricity consumption (D) | Gigajoule (GJ) | 5469.74 | 2044.47 |
| Total fuel consumption (E) | Gigajoule (GJ) | 2106 | 333.4 |
| Energy consumption through other sources (F) | Gigajoule (GJ) | 0 | 0 |
| Total energy consumed from non-renewable sources (D+E+F) | Gigajoule (GJ) | 7575.74 | 2377.87 |
| Total energy consumed (A+B+C+D+E+F) | Gigajoule (GJ) | 7575.74 | 2377.87 |
| Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations) | Gigajoule (GJ) / Crores ₹ | 6.59 | 3.28 |
| Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP) | - | 136.2 | 73.56 |
| Energy intensity in terms of physical output | Gigajoule (GJ)/FTE | 15.49 | 5.97 |
| Energy intensity (optional) – the relevant metric may be selected by the entity | Gigajoule (GJ) | 0 | 0 |





Note: Indicate any independent assessment/ evaluation/ assurance has been carries out by an external agency? (Y/N) if yes, name of the external agency.

No

The PPP factor has been sourced from IMF database. https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC.

2. **Does the entity have any sites / facilities identified as designated consumers (DC's) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

No, the Company has not recognised any of its sites or installation as designated consumers within the context of the performance achieved and trade (PAT) Framework. Nonetheless, as a responsible enterprise, it places considerable emphasis in integrating sustainability parameters into its corporate planning.

3. **Provide details of the following disclosures related to water, in the following format:**

| Parameter | FY2025 Current Financial Year | FY2024 Previous Financial Year |
|---|---|---|
| Water withdrawal by source (in kilolitres) | | |
| (i) Surface water | 0 | 0 |
| (ii) Groundwater | 0 | 0 |
| (iii) Third party water | 9463.450 | 4069.44 |
| (iv) Seawater / desalinated water | 0 | 0 |
| (v) Others | 0 | 0 |
| Total volume of water withdrawal (in kilo litres) (i + ii + iii + iv + v) | 9463.45 | 4069.44 |
| Total volume of water consumption (in kilo litres) | 6315.435 | 2712.96 |
| Water intensity per rupee of turnover (Total water consumption / Revenue from operations) (kilo litres / Crore ₹) | 5.49 | 3.74 |
| Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP) | 113.55 | 83.92 |
| Water intensity in terms of physical output | 12.91 | 6.82 |
| Water intensity (optional) – the relevant metric may be selected by the entity | 0 | 0 |

Note: Indicate any independent assessment/ evaluation/ assurance has been carries out by an external agency? (Y/N) if yes, name of the external agency.

**4. Provide the following details related to water discharged.**

| Parameter | FY2025 Current Financial Year | FY2024 Previous Financial Year |
|---|---|---|
| Water discharge by destination and level of treatment (in kilolitres) | | |
| (i) To Surface water | 0 | 0 |
| - No treatment | 0 | 0 |
| - With treatment – please specify level of treatment | | |
| (ii) To Groundwater | 0 | 0 |
| - No treatment | 0 | 0 |
| - With treatment – please specify level of treatment | | |
| (iii) To Seawater | 0 | 0 |
| - No treatment | 0 | 0 |
| - With treatment – please specify level of treatment | | |
| (iv) Sent to third parties | 0 | 0 |
| - No treatment | 0 | 0 |
| (v) Others | 3148.015 | 1356.48 |
| - No treatment | 3148.015 | 1356.48 |
| - With treatment – please specify level of treatment | 0 | 0 |
| Total water discharged (in kilolitres) | 3148.015 | 1356.48 |

Note: Indicate any independent assessment/ evaluation/ assurance has been carries out by an external agency? (Y/N) if yes, name of the external agency.

No

The PPP factor has been sourced from IMF database. https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC.

**5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

No, there is no such mechanism.

**6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format.**

| Parameter | Please specify unit | FY2025 Current Financial Year | FY2024 Previous Financial Year |
|---|---|---|---|
| NOx | μg/m$^3$ | 0 | 0 |
| SOx | μg/m$^3$ | 0 | 0 |
| Particulate Matter (PM) | μg/m$^3$ | 0 | 0 |
| Persistent Organic Pollutants (POP) | μg/m$^3$ | 0 | 0 |
| Volatile Organic Compounds (VOC) | μg/m$^3$ | 0 | 0 |
| Hazardous Air Pollutants (HAP) | μg/m$^3$ | 0 | 0 |
| Others – please specify | μg/m$^3$ | 0 | 0 |

Note: Indicate any independent assessment/ evaluation/ assurance has been carries out by an external agency? (Y/N) if yes, name of the external agency.

No

Note: The Company is monitoring ambient air quality parameters as per the State Pollution Control Board's (SPCB) / Central Pollution Control Board's (CPCB) criteria at plants and offices. All parameters remained within norms of SPCB's / CPCB's guidelines.

**7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format.**

| Parameter | Unit | FY2025 Current Financial Year | FY2024 Previous Financial Year |
|---|---|---|---|
| Total Scope 1 emissions (Break-up of the GHG into $CO_2$, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | Metric tonnes OF $CO_2$ equivalent | 147.05 | 117.05 |
| Total Scope 2 emissions (Break-up of the GHG into $CO_2$, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | Metric tonnes OF $CO_2$ equivalent | 1104.58 | 406.62 |
| Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations) | Metric tonnes OF $CO_2e$ / Crores | 1.08 | 0.723 |
| Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP) | - | 22.50 | 16.20 |
| Total Scope 1 and Scope 2 emission intensity in terms of physical output | Metric tonnes OF $CO_2e$ / FTE | 2.55 | 1.31 |
| Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity | - | 0 | 0 |

Note: Indicate any independent assessment/ evaluation/ assurance has been carries out by an external agency? (Y/N) if yes, name of the external agency.

No

The PPP factor has been sourced from IMF database. https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC.

**8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.**

No

The Company intends to initiate yearly plantation drives and installation of solar panels.

**9. Provide details related to waste management by the entity, in the following format.**

| Parameter | FY2025 Current Financial Year | FY2024 Previous Financial Year |
|---|---|---|
| **Total waste generated (in metric tonnes)** | | |
| Plastic waste (A) | 6 | 6 |
| E-waste (B) | 92.56 | 147 |
| Bio-medical waste (C) | 0 | 0 |
| Construction and demolition waste (D) | 0 | 0 |
| Battery waste (E) | 0.009 | 0.012 |
| Radioactive waste (F) | 0 | 0 |
| Other Hazardous waste. Please specify, if any. (G) | 0 | 0 |
| Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. By materials relevant to the sector) | 0 | 0 |
| Total (A+B + C + D + E + F + G + H) | 98.569 | 153.012 |
| Waste intensity per rupee of turnover (Total waste generated / Revenue from operations) (metric tonnes / Crore ₹) | 0.08 | 0.21 |
| Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP) | 1.77 | 4.73 |

| Parameter | FY2025 Current Financial Year | FY2024 Previous Financial Year |
|---|---|---|
| Waste intensity in terms of physical output | 0.20 | 0.38 |
| Waste intensity (optional) – the relevant metric may be selected by the entity | 0 | 0 |
| **For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)** | | |
| Category of waste | Category of waste | |
| (i) Recycled | 98.569 | 153.012 |
| (ii) Re-used | 0 | 0 |
| (iii) Other recovery operations | 0 | 0 |
| Total | 98.569 | 153.012 |
| **For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)** | | |
| Category of waste | Category of waste | |
| (i) Incineration | 0 | 0 |
| (ii) Landfilling | 0 | 0 |
| (iii) Other disposal operations | 0 | 0 |
| Total | 0 | 0 |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

*Last year's data has been revised based on updated information.

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

The Company has implemented a waste management system to efficiently handle waste generated during manufacturing processes and overall operations. The foundation of this approach rests on the 3Rs framework: Reduce, Reuse, and Recycle. The Company has partnered with CPCB-authorised waste collection centres; they collect the Company's waste and dispose it off in a safe manner. Additionally, Netweb embraces the concept of circularity by reusing its input material packaging for outbound products, thereby reducing packaging waste.

**11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) Where environmental approvals / clearances are required, please specify details in the following format.**

| Location of operations/offices | Type of operations | Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any. |
|---|---|---|
| Not Applicable | | |

**12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the Current Financial Year.**

| Name and brief details of project | EIA Notification No. | Date | Whether conducted by independent external agency (Yes / No) | Results communicated in public domain (Yes / No) | Relevant Web link |
|---|---|---|---|---|---|
| Not Applicable | | | | | |





**13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format.**

| Specify the law / regulation / guidelines which was not complied with | Provide details of the noncompliance | Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts | Corrective action taken, if any |
|---|---|---|---|
| Not Applicable | | | |

## LEADERSHIP INDICATORS

**1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres).**

For each facility / plant located in areas of water stress, provide the following information:

***(i) Name of the area***

Not Applicable

***(ii) Nature of operations***

Not Applicable

***(iii) Water withdrawal, consumption and discharge in the following format:***

| Parameter | FY2025 Current Financial Year | FY2024 Previous Financial Year |
|---|---|---|
| **Water withdrawal by source (in kilolitres)** | | |
| (i) Surface water | 0 | 0 |
| (ii) Groundwater | 0 | 0 |
| (iii) Third party water | 0 | 0 |
| (iv) Seawater / desalinated water | 0 | 0 |
| (v) Others | 0 | 0 |
| Total volume of water withdrawal (in kilolitres) | 0 | 0 |
| Total volume of water consumption (in kilolitres) | 0 | 0 |
| Water intensity per rupee of turnover (Water consumed / turnover) | 0 | 0 |
| Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP) | 0 | 0 |
| Water intensity in terms of physical output | 0 | 0 |
| Water intensity (optional) – the relevant metric may be selected by the entity | 0 | 0 |
| **Water discharge by destination and level of treatment (in kilolitres)** | | |
| (i) Surface water | 0 | 0 |
| - No treatment | 0 | 0 |
| - With treatment – please specify level of treatment | 0 | 0 |
| (ii) To Groundwater | 0 | 0 |
| - No treatment | 0 | 0 |
| - With treatment – please specify level of treatment | 0 | 0 |
| (iii) To Seawater | 0 | 0 |
| - No treatment | 0 | 0 |
| - With treatment – please specify level of treatment | 0 | 0 |
| (iv) Sent to third-parties | 0 | 0 |
| - No treatment | 0 | 0 |
| - With treatment – please specify level of treatment | 0 | 0 |
| (v) Others | 0 | 0 |
| - No treatment | 0 | 0 |
| - With treatment – please specify level of treatment | 0 | 0 |
| Total water discharged (in kilo litres) | 0 | 0 |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

2. **Please provide details of total Scope 3 emissions & its intensity, in the following format:**

| Parameter | Please specify unit | FY2025 Current Financial Year | FY2024 Previous Financial Year |
|---|---|---|---|
| Total Scope 3 emissions (Break-up of the GHG into $CO_2$, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | Metric tonnes of $CO_2$ equivalent | 353.04 | 0 |
| Total Scope 3 emissions per rupee of turnover | Metric tonnes Of $CO_2$e / Crores | 0.30 | 0 |
| Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity | Metric tonnes Of $CO_2$e / FTE | 0.72 | 0 |

Note: Indicate any independent assessment/ evaluation/ assurance has been carries out by an external agency? (Y/N) if yes, name of the external agency.

No

3. **With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along -with prevention and remediation activities.**

Not Applicable

4. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format.**

| Initiative undertaken | Details of the initiative (Web-link, if any, may be provided along-with summary) | Outcome of the initiative |
|---|---|---|
| The company has not yet taken such initiative, however being the responsible entity company acknowledges to take resource efficient initiatives in its business operations. | Not Applicable | |

5. **Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

Yes, the Company has a comprehensive Business Continuity and Disaster Management Plan in place to ensure the continuity of critical operations during unforeseen events, such as natural disasters, cyber incidents, or operational disruptions. The plan includes risk assessment, data backup and recovery protocols, alternate site arrangements, emergency response procedures, and regular testing and training. It is periodically reviewed and updated to align with evolving risks and best practices. The Business Continuity and Disaster Management plan be referred at https://netwebindia.com/investors/corporategovernance.php

6. **Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

Netweb acknowledges potential environmental impacts from its value chain, including high energy usage, electronic waste generation, and emissions from logistics. To address these, the Company has implemented energy-efficient technologies, authorised e-waste recycling, optimised logistics to reduce carbon emissions, and continues to promote sustainable procurement practices. The Company is committed to minimising its environmental footprint and ensuring compliance with applicable environmental laws.

7. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

The Company has not yet conducted environmental impact assessment on its value chain partners.





8. **Introduction of Green Credits Disclosure**

*8 i- Green Credits generated or procured by the listed entity.*

The Company has not generated or procured any Green Credits during the reporting period. It continues to evaluate opportunities to participate in green credit mechanisms as part of its long-term sustainability and environmental responsibility strategy.

*8 ii- Green Credits generated or procured by the top ten value chain partners (based on purchase and sales value).*

The Company has not yet conducted an assessment of green credits generated by its value chain partners.

## PRINCIPLE-7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

### ESSENTIAL INDICATORS

1. a. **Number of affiliations with trade and industry chambers/ associations.**

4

1. b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

| S. No | Name of the trade and industry chambers/ associations | Reach of trade and industry chambers/associations (State/ National) |
|---|---|---|
| 1 | LIFE Membership Certificate, Association of Information Technology, Netweb Technologies Bengaluru is a LIFE member | National |
| 2 | MAIT Membership | National |
| 3 | AICRA- All India Council for Robotics & Automation | National |
| 4 | FICCI- Federation of Indian Chambers of Commerce Industry | National |

2. **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

| Name of authority | Brief of the case | Corrective action taken |
|---|---|---|
| | Not Applicable | |

### LEADERSHIP INDICATORS

1. **Details of public policy positions advocated by the entity:**

| S. NO | Public policy advocated | Method resorted for such advocacy | Whether information available in public domain? (Yes/No) | Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify) | Web Link, if available |
|---|---|---|---|---|---|
| 1 | Netweb engages with public policy matters primarily through its active participation in reputed industry associations. These platforms enable the Company to contribute to collective policy advocacy and dialogue with government bodies. While the Company does not independently advocate for specific public policy positions, it actively supports and contributes to initiatives that promote the growth of India's digital infrastructure, indigenous manufacturing under the "Make in India" initiative, sustainable technology practices, cybersecurity, and inclusive economic development. The Company also provides inputs to relevant government consultations through these associations, thereby reinforcing its commitment to innovation, sustainability, and nation-building. | Not Applicable | | | |

## PRINCIPLE-8 Businesses should promote inclusive growth and equitable development.

### ESSENTIAL INDICATORS

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

| Name and brief details of project | SIA Notification No. | Date of notification | Whether conducted by independent external agency (Yes/No) | Results communicated in public domain (Yes / No) | Relevant Web link |
|---|---|---|---|---|---|
| Not Applicable | | | | | |

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format.**

| Name of Project for which R&R is ongoing | State | District | No. Of Project Affected Families (PAF) | % of PAF covered by R&R | Amounts paid to PAF in the FY (In INR) |
|---|---|---|---|---|---|
| 0 | | | | | |

3. **Describe the mechanisms to receive and redress grievances of the community.**

As part of our Corporate Social Responsibility (CSR) initiatives, the Company actively interacts with local communities to understand and respond to their issues and concerns. This engagement is carried out through various CSR initiatives and related activities.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers**

| Parameter | FY2025 Current Financial Year | FY2024 Previous Financial Year |
|---|---|---|
| Directly sourced from MSMEs/ small producers | 0.74% | 1.24% |
| Directly from within India | 43% | 41.67% |

5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost.**

| Parameter | FY2025 Current Financial Year | FY2024 Previous Financial Year |
|---|---|---|
| Rural | 0.00% | 0% |
| Semi-urban | 0.00% | 0% |
| Urban | 0.00% | 0% |
| Metropolitan | 100.00% | 100.00% |

(Place to be categorised as per RBI Classification system- rural/ semi-urban/ urban/ metropolitan)

### LEADERSHIP INDICATORS

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above).**

| Details of negative social impact identified | Corrective action taken |
|---|---|
| Not Applicable | |

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies.**

| S. NO | State | Aspirational District | Amount spent (In INR) |
|---|---|---|---|
| 1 | The Company has not made CSR contribution in any of the aspirational district identified by the Niti Aayog | 0 | 0 |





3. ***(a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised /vulnerable groups? (Yes/No)-***

Yes, Company has a detailed Preferential Procurement Policy.

***(b) From which marginalised /vulnerable groups do you procure?***

Women owned enterprises, SC/ST-owned enterprises, MSME, PWD-led enterprises.

***(c) What percentage of total procurement (by value) does it constitute?***

12%

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

| S. NO | Intellectual Property based on traditional knowledge | Owned/ Acquired (Yes/No) | Benefit shared (Yes / No) | Basis of calculating benefit share |
|---|---|---|---|---|
| 1 | Not Applicable | | | |

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

| Name of authority | Brief of the case | Corrective action taken |
|---|---|---|
| Not Applicable | | |

6. **Details of beneficiaries of CSR Projects**

| S. NO | CSR Project | No. Of persons benefitted from CSR Projects | % of beneficiaries from vulnerable & marginalised groups |
|---|---|---|---|
| 1 | Choti Si Asha - The Badalov Program was created with the vision of offering young learners a space where they can grow not just academically, but emotionally, physically, and socially. | 25 | 100 |
| 2 | Summer School Program by Society for Promotion of Science & Technology - promoting science and developing scientific temper in society, with a focus on children and youth. | 138 | 100 |
| 3 | Co Veda Integral Community - Skill development programmed for underprivileged children. | 0 | 100 |
| 4 | Sankhya Educational Society - Improving educational programmed. | 0 | 100 |
| 5 | Support to Mountaineer - Grant for training for nationally recognised sports. | 0 | 100 |
| 6 | Indian Institute of Technology, Roorkee - For promotion of education. | 0 | 100 |
| 7 | National Council for climate change & Sustainable development - Support and encouragement for the programmed related to rural development and Capacity Building of Rural Women and Technology Transfer for Marginal Farmers along with Climate Related Services. | 0 | 100 |
| 8 | Sanskriti Society for Education - For promotion of education. | 0 | 100 |
| 9 | Bharat Vikas Parishad - Running Charitable hospital. | 0 | 100 |
| 10 | Tata Medical Centre Trust - For providing concessional health services. | 0 | 100 |
| 11 | Tata Institute of Fundamental Research - For Promotion of education. | 0 | 100 |
| 12 | Saraswati Vedic Sanstha - Running girls orphanage providing quality life to orphan girls. | 89 | 100 |
| 13 | Jivan Jyot Foundation - Serve and enrich quality of life of patients suffering from diseases through the efficient development of technology and human expertise in caring and nurturing environment with greatest respect for human dignity and life. | 0 | 100 |

Note: Given the nature and scope of the Company's CSR initiatives, accurately quantifying the exact number of beneficiaries remains challenging. However, the Company remains committed to ensuring that its CSR projects are strategically designed to address the needs of marginalised, underprivileged, and vulnerable communities.

## PRINCIPLE-9: Businesses should engage with and provide value to their consumers in a responsible manner.

### ESSENTIAL INDICATORS

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

   Customer escalations and complaints are treated with utmost importance in the organisation. The email address and contact number for submitting a complaint are easily accessible on the Company's website. The Company uses a ticketing system (Eagle, Zeroc) to manage customer complaints and feedback through a structured process that organises, prioritises, and resolves issues efficiently.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

| | As a percentage to total turnover |
|---|---|
| Environmental and social parameters relevant to the product | 100.00 % |
| Safe and responsible usage | 100.00 % |
| Recycling and/or safe disposal | 100.00 % |

3. **Number of consumer complaints in respect of the following.**

| | FY2025 Current Financial Year | | | FY2024 Previous Financial Year | | |
|---|---|---|---|---|---|---|
| | Received during the year | Pending resolution at end of year | Remarks | Received during the year | Pending resolution at end of year | Remarks |
| Data privacy | Nil | | | | | |
| Advertising | | | | | | |
| Cyber-security | | | | | | |
| Delivery of essential services | | | | | | |
| Restrictive Trade Practices | | | | | | |
| Unfair Trade Practices | | | | | | |
| Other | | | | | | |

4. **Details of instances of product recalls on account of safety issues.**

| | Number | Reasons for recall |
|---|---|---|
| Voluntary recalls | NA | |
| Forced recalls | | |

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

   Yes

   https://netwebindia.com/investors/corporategovernance.php

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

   Not Applicable

7. **Provide the following information relating to data breaches:**

   ***A. Number of instances of data breaches***

   0

   ***B. Percentage of data breaches involving personally identifiable information of customers.***

   0

   ***C. Impact, if any, of the data breaches***

   Not Applicable

### LEADERSHIP INDICATORS

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

   - https://netwebindia.com/
   - https://tyronesystems.com/index.php
   - https://skyluscloud.com/
   - https://kubytshub.com/
   - https://tyronesystems.com/skylus.ai/

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

   The Company has taken several initiatives to ensure that its customers are well informed about safe responsible usage of its product and services, which are:

   1. Clear labelling and instructions
   2. Training and demonstration
   3. Digital awareness campaign
   4. Customer support channels
   5. Proactive communication
   6. Compliance and certification

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   The Company does not deal with essentials services. However, in case any disruption/discontinuation, the Company renders information through stock exchange announcement and various mass media platforms.

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

   Yes, the Company complies with all applicable product labelling and disclosure requirements as mandated by local laws and regulations; and displays all product information as per statutory requirements. It conducts consumer satisfaction surveys and remains committed to engaging customers through feedback mechanisms, with a continuous focus on enhancing customer experience .

# Independent Auditor's Report

**To the Members of Netweb Technologies India Limited**

**Report on the Audit of the Financial Statements**

## Opinion

We have audited the Financial Statements of Netweb Technologies India Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity, Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including material accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

## Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs 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") read 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 audit opinion on the Financial Statements.

## Key Audit Matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the 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:

| Sr No | Key Audit Matter | Auditor's Response |
|---|---|---|
| 1 | **Revenue from Operations:**<br>The Company's contracts with customers include contracts with multiple products and services. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.<br>The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.<br>Revenue from the sale of goods is recognised at the point in time when control of the assets is transferred to the customer, generally on delivery of the goods. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).<br>Revenue from sale of services is recognised over a period of time because the customer simultaneously receives and consumes the benefits provided by the Company and accounted revenue as and when services are rendered and there are no unfulfilled obligation. | Our audit procedures included, among others, inquiries with management regarding significant new contracts and relevant changes in existing contracts.<br>The procedures also included reading significant new contracts to understand the terms and conditions and their impact on revenue recognition.<br>On a sample basis, we reconciled revenue to the supporting documentation, such as sales orders, invoices and other relevant documents.<br>A specific emphasis was set on verifying that revenue transactions at the end of the financial year and at the beginning of the new financial year have been recognised in the proper accounting period by comparing revenues close to the balance sheet date with the respective contractual terms.<br>Our procedures also involved testing the performance obligations in the contract and the variable consideration, if any.<br>We also test-checked instances for transfer of control to the customer with the necessary documentation. |





## Information other than the Financial Statements and Auditor's Report thereon

The Company's Management and Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Company's annual report, but does not include the Financial Statements and our auditor's reports thereon. The Company's annual 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 do not express any form of assurance conclusion thereon.

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

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

## Management's and Board of Director Responsibilities for Financial Statements

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system with reference to the Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Director use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

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

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

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

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matters stated in below paragraph (i) (vi) below on reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) ("the rules").

   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid Financial Statements comply with the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.

   e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of section 164 (2) of the Act.

   f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph (i)(vi) below on reporting under Rule 11 (g) of the Rules.

   g) With respect to the adequacy of the internal financial controls over financial reporting with reference to the Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

      In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

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

      i. The Company has disclosed the impact of pending litigations as at March 31, 2025 on its financial position in its Financial Statements – Refer Note no. 42 to the Financial Statements.

      ii. The Company did not have any long-term contracts including long term derivative contracts for which there were any material foreseeable losses.

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

      iv. a. The management has represented that, to the best of it's knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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

      c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

      v. a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

      b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

      vi. Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2025 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For **S S Kothari Mehta & Co. LLP**
Chartered Accountants
Firm Registration No. 000756N / N500441

**Jalaj Soni**
Partner
Membership No. 528799
UDIN: 25528799BMIHVG7438

Place: Faridabad
Date: May 03, 2025

# Annexure A

**to the Independent Auditor's Report of even date on the Financial Statements of Netweb Technologies India Limited**

The Annexure as referred in paragraph (1) 'Report on Other Legal and Regulatory Requirements of our Independent Auditors' Report to the members of Netweb Technologies India Limited on the Financial Statements for the year ended March 31, 2025, we report that:

i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets. The Company has also maintained proper records showing full particulars of intangible assets.

(b) The Company has a regular program of physical verification of its Property, Plant and Equipment and right-of-use assets which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, all major items of Property, Plant and Equipment were physically verified by the management during the year and no material discrepancies were noticed on such verification as compared to the books of accounts.

(c) According to the information and explanation given to us and on the basis of examination of title deeds, we report that the title deeds of the immovable properties are held in the name of the Company as at the balance sheet date.

(d) According to the information and explanations given to us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year ended March 31, 2025.

(e) According to the information and explanations given to us, no proceedings have been initiated during the year 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.

ii. (a) The physical verification of the inventory (other than material in transit) has been conducted at reasonable intervals by the management during the year. As far as we could ascertain and according to information and explanations given to us, no material discrepancies were noticed between the physical stock and the book records.

(b) The Company has been sanctioned working capital limits in excess of rupees five crores in aggregate from banks and/or financial institutions during the year on the basis of security of current assets of the Company. As disclosed in note 20 (5) to the Financial Statements, the quarterly return/ statement filed by company with the banks are in agreement with the books of account of the Company of the respective quarters.

iii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any loan, any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnership or any other parties during the year and hence, reporting under clause 3 (iii) (b), (c), (d) (e) & (f) of the Order is not applicable.

The Company has made investments in one company in previous years. The Company has not made any investments in or granted any loans, secured or unsecured, to firms and limited liability partnership. The terms and conditions under which such investments were made are not prejudicial to the Company's interest, based on the information and explanations provided by the Company.

iv. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided loan, made investment provided any guarantee or security as specified under Section 185 and 186 of the Act.

v. According to the information and explanations given to us, the Company has not accepted any deposits from the public or deemed deposits within the meaning of sections 73 to 76 of the Companies Act, 2013 and the rules framed there under. Accordingly, the provisions of clause 3 (v) of the Order are not applicable to the Company.





vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government of India for the maintenance of cost records under sub-section 1 of section 148 of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed records and accounts have been made and maintained. However, we have not carried out a detailed examination of such records with a view to determining whether they are accurate or complete.

vii. (a) According to the information and explanations given to us and on the basis of examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Sales Tax, Income Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues with the appropriate authorities, to the extent applicable.

(b) According to the information and explanations given to us and on the basis of examination of the records of the Company there are no undisputed aforesaid statutory dues payable as at March 31, 2025 for a period of more than six months from the date they became payable.

(c) According to the records and information and explanations given to us, there are no dues in respect of statutory dues referred to in vii (a) above which have not been deposited on account of any dispute except as given below:

| Name of Statute | Nature of Dues | Period (F.Y.) to which the amount relates | Amount Demanded (Excluding interest) (₹in million) | Amount paid (₹in million) | Forum where dispute is pending |
|---|---|---|---|---|---|
| Income Tax Act, 1961 | Income Tax | 2020-21 | 2.00 | - | Commissioner of Income tax |
| | | 2019-20 | 7.91 | - | |
| Customs Act, 1962 | Basic Custom Duty | 2022-23 | 10.59 | - | Principal Commissioner of Custom, Delhi |

viii. The Company has not surrendered or disclosed any transaction as income, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 during the year.

ix. (a) In our opinion, on the basis of audit procedures and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in the payment of interest to any lender during the year.

(b) According to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or other lenders.

(c) According to the records of the Company examined by us and the information and explanations given to us, the Company has not obtained any term loans.

(d) On overall examination of the Financial Statements of the Company, funds raised on short term basis have, prima facie, not been utilised during the year for long term purposes by the Company.

(e) On an overall examination of the Financial Statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.

(f) According to the information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiary hence, the requirement to report on clause (ix)(f) of the order is not applicable to the Company.

x. (a) In our opinion and according to information and explanations given by the management and audit procedures performed by us, monies raised by the Company by way of initial public offer were applied for the purpose for which they were raised. Refer Note 49 of the Financial Statements of the Company.

(b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under Clause 3(x)(b) of the Order are not applicable to the Company.

xi. (a) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of fraud by the Company or on the Company being noticed or reported during the year, nor have we been informed of such case by the management.

(b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) As represented to us by the management, there are no whistle-blower complaints received by the Company during the year.

xii. The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii) of the Order is not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, and details of such transactions have been disclosed in the Financial Statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Companies Act, 2013.

xiv. (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued during the year and till the date of this report, for the period under audit have been considered by us, in determining the nature, timing and extent of our audit procedures.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with its directors.

xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, the requirement to report under clause 3(xvi) (b) and (c) of the Order is not applicable to the Company.

(d) There is no Core Investment Company as a part of the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016), hence, the requirement to report under clause 3(xvi) (d) of the Order is not applicable to the Company.

xvii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not incurred cash losses either in the current financial year or in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year.

xix. On the basis of the financial ratios disclosed in Note 46 to the Financial Statements, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Financial Statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. (a) According to the information and explanations given to us and based on our examination of the records of the Company, in respect of other than ongoing projects, the Company has transferred unspent amount to a Fund specified in Schedule VII to the Companies Act, 2013 in compliance with second proviso to sub-section (5) of section 135 of the said Act.

(b) According to the information and explanation provided to us, the Company has not undertaken any ongoing project during the year. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.

For **S S Kothari Mehta & Co. LLP**
Chartered Accountants
Firm Registration No. 000756N / N500441

**Jalaj Soni**
Partner
Membership No. 528799
UDIN: 25528799BMIHVG7438

Place: Faridabad
Date: May 03, 2025

# Annexure B

**to the Independent Auditor's Report of even date on the Financial Statements of Netweb Technologies India Limited**

## Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 2(f) of 'Report on Other Legal and Regulatory Requirements'

We have audited the internal financial controls with reference to the financial statement of Netweb Technologies India Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

## Management's Responsibility for Internal Financial Controls

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

## Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

## Meaning of Internal Financial Controls with reference to financial statements

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





## Inherent Limitations of Internal Financial Controls with reference to financial statements

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

## Opinion

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

For **S S Kothari Mehta & Co. LLP**
Chartered Accountants
Firm Registration No. 000756N / N500441

**Jalaj Soni**
Partner
Membership No. 528799
UDIN: 25528799BMIHVG7438

Place: Faridabad
Date: May 03, 2025

# Balance Sheet

**As at March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

| | Particulars | Notes | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| | **ASSETS** | | | |
| 1 | **Non-current assets** | | | |
| (a) | Property, plant and equipment | 3 (a) | 415.16 | 348.71 |
| (b) | Capital work-in-progress | 3 (b) | 55.95 | 5.51 |
| (c) | Right-of-use assets | 4 (a) | 59.92 | 75.00 |
| (d) | Other intangible assets | 4 (b) | 14.96 | 18.08 |
| (e) | Intangible Assets under development | 4 (c) | 15.12 | 0.12 |
| (f) | Financial assets | | | |
| | (i) Investments | 5 | - | - |
| | (ii) Other financial assets | 6 | 42.41 | 36.62 |
| (g) | Deferred tax assets (net) | 7 | 16.23 | 9.14 |
| (h) | Other non-current assets | 8 | 60.04 | 31.06 |
| | **Total non-current assets (1)** | | **679.79** | **524.24** |
| 2 | **Current assets** | | | |
| (a) | Inventories | 9 | 2,228.33 | 1,146.57 |
| (b) | Financial assets | | | |
| | (i) Trade receivables | 10 | 3,615.31 | 1,838.29 |
| | (ii) Cash and cash equivalents | 11 (a) | 1,700.83 | 896.75 |
| | (iii) Bank balances other than cash and cash equivalents | 11 (b) | 94.48 | 1,319.39 |
| | (iv) Other financial assets | 12 | 45.29 | 84.28 |
| (c) | Other current assets | 13 | 569.57 | 315.16 |
| | **Total current assets (2)** | | **8,253.81** | **5,600.44** |
| | **Total assets (1+2)** | | **8,933.60** | **6,124.68** |
| | **EQUITY AND LIABILITIES** | | | |
| 1 | **Equity** | | | |
| | (i) Equity share capital | 14 | 113.31 | 112.73 |
| | (ii) Other equity | 15 | 5,190.01 | 4,114.79 |
| | **Total equity (1)** | | **5,303.32** | **4,227.52** |
| | **Liabilities** | | | |
| 2 | **Non-current liabilities** | | | |
| (a) | Financial liabilities | | | |
| | (i) Borrowings | 16 | 10.25 | 12.72 |
| | (ii) Lease liabilities | 17 | 46.80 | 59.98 |
| (b) | Other non current liabilities | 18 | 3.01 | 9.00 |
| (c) | Provisions | 19 | 33.90 | 25.78 |
| | **Total non-current liabilities (2)** | | **93.96** | **107.48** |
| 3 | **Current liabilities** | | | |
| (a) | Financial liabilities | | | |
| | (i) Borrowings | 20 | 2.47 | 3.57 |
| | (ii) Lease liabilities | 21 | 19.97 | 19.46 |
| | (iii) Trade payables | 22 | | |
| | -Total outstanding dues of micro enterprises and small enterprises | | 3.77 | 2.06 |
| | -Total outstanding dues of creditors other than micro enterprises and small enterprises | | 2,975.52 | 1,264.10 |
| | (iv) Other financial liabilities | 23 | 230.70 | 186.90 |
| (b) | Other current liabilities | 24 | 282.15 | 300.75 |
| (c) | Provisions | 25 | 4.64 | 3.99 |
| (d) | Current Tax Liabilities (net) | 26 | 17.10 | 8.85 |
| | **Total current liabilities (3)** | | **3,536.32** | **1,789.68** |
| | **Total equity and liabilities (1+2+3)** | | **8,933.60** | **6,124.68** |

Material Accounting Policies 2
The accompanying notes form an integral part of these financial statements.

As per our report of even date attached
For **S S Kothari Mehta & Co. LLP**
Chartered Accountants
Firm's registration number: 000756N / N500441

**Jalaj Soni**
Partner
Membership No. 528799

Place: Faridabad
Date: May 03, 2025

For and on behalf of the Board of Directors of
**Netweb Technologies India Limited**

**Sanjay Lodha**
Managing Director
DIN: 00461913

**Navin Lodha**
Director
DIN: 00461924

**Ankit Kumar Singhal**
Chief Financial Officer
Place: Faridabad
Date: May 03, 2025

**Lohit Chhabra**
Company Secretary





# Statement of Profit and Loss

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

| | Particulars | Notes | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|---|---|
| **I** | **Income** | | | |
| | Revenue from operations | 27 | 11,490.21 | 7,240.75 |
| | Other income | 28 | 93.90 | 118.87 |
| | **Total income (I)** | | **11,584.11** | **7,359.62** |
| **II** | **Expenses** | | | |
| | Cost of materials consumed | 29 | 9,117.84 | 5,638.12 |
| | Change in inventories of finished goods and work-in-progress | 30 | (292.44) | (192.67) |
| | Employee benefits expense | 31 | 621.27 | 500.44 |
| | Finance costs | 32 | 40.90 | 62.08 |
| | Depreciation and amortisation expenses | 33 | 113.43 | 62.52 |
| | Other expenses | 34 | 443.43 | 269.57 |
| | **Total expenses (II)** | | **10,044.43** | **6,340.06** |
| **III** | **Profit before exceptional items and tax (I - II)** | | 1,539.68 | 1,019.56 |
| **IV** | **Exceptional items (net)** | | | |
| **V** | **Profit before tax (III + IV)** | | 1,539.68 | 1,019.56 |
| **VI** | **Tax expense** | | | |
| | (a) Current tax | 36 | 400.55 | 256.65 |
| | (b) Adjustment of tax relating to earlier period | | 1.50 | 0.50 |
| | (c) Deferred tax charge / (Credit) | | (7.12) | 3.38 |
| | **Total tax expense** | | **394.93** | **260.53** |
| **VII** | **Profit for the year (V - VI)** | | 1,144.75 | 759.03 |
| **VIII** | **Other comprehensive income** | | | |
| | Items that will not be reclassified to Profit or Loss: | | | |
| | - Re-measurement gains / (losses) on defined benefit plans | | 0.19 | (23.41) |
| | - Income Tax relating to Items that will not be reclassified to Profit or Loss | | (0.05) | 5.89 |
| | **Total other comprehensive income for the year (net of tax)** | | **0.14** | **(17.52)** |
| **IX** | **Total comprehensive income for the year (VII + VIII)** | | **1,144.89** | **741.51** |
| **X** | **Earnings per equity share (EPS)** | 37 | | |
| | Basic (in ₹) | | 20.25 | 13.91 |
| | Diluted (in ₹) | | 20.24 | 13.88 |
| | Face value per share (in ₹) | | 2.00 | 2.00 |

Material Accounting Policies 2
The accompanying notes form an integral part of these financial statements.

As per our report of even date attached
For **S S Kothari Mehta & Co. LLP**
Chartered Accountants
Firm's registration number: 000756N / N500441

**Jalaj Soni**
Partner
Membership No. 528799

Place: Faridabad
Date: May 03, 2025

For and on behalf of the Board of Directors of
**Netweb Technologies India Limited**

**Sanjay Lodha**
Managing Director
DIN: 00461913

**Navin Lodha**
Director
DIN: 00461924

**Ankit Kumar Singhal**
Chief Financial Officer
Place: Faridabad
Date: May 03, 2025

**Lohit Chhabra**
Company Secretary

# Statement of Cash Flows

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **A. CASH FLOW FROM OPERATING ACTIVITIES** | | |
| **Net profit before tax** | 1,539.68 | 1,019.56 |
| **Adjustments for:** | | |
| Depreciation of Property, Plant and Equipment's and Intangible Assets | 90.12 | 44.96 |
| Depreciation of Right-of-use assets | 23.31 | 17.56 |
| Finance costs (other than Interest on lease liabilities) | 34.09 | 56.15 |
| Interest on lease liabilities | 6.81 | 5.93 |
| Interest Income | (73.51) | (81.52) |
| Unrealised foreign exchange | (9.51) | 4.48 |
| Liabilities Written Back | (1.77) | (1.20) |
| Provision for doubtful debts | 1.20 | 0.46 |
| Bad Debts Written Off | 2.45 | 7.31 |
| EMD Balance Written Off | 0.22 | - |
| Share-based payments to employees | 51.75 | 128.53 |
| Loss on discard of property, plant and equipment | - | 1.19 |
| Profit on Sale of property, plant and equipment | (6.03) | (3.63) |
| **Cash generated from operations before working capital changes** | **1,658.81** | **1,199.78** |
| **Adjustments for:** | | |
| (Increase)/Decrease in trade receivables | (1,780.67) | (330.74) |
| (Increase)/Decrease in Other financial assets | (19.24) | (35.20) |
| (Increase) / Decrease in Other assets | (296.57) | (149.51) |
| (Increase) / Decrease in Inventories | (1,081.76) | (605.83) |
| (Decrease)/increase in other liabilities | (24.59) | 196.07 |
| (Decrease)/Increase in trade payables | 1,724.41 | 229.21 |
| (Decrease)/Increase in Other financial liabilities | 72.36 | 23.09 |
| (Decrease)/increase in provisions | 8.96 | (10.53) |
| **Cash generated from operating activities** | **261.71** | **516.34** |
| Income Tax Paid | 393.82 | 332.67 |
| **Net cash (used)/generated from operating activities** | **(132.11)** | **183.67** |
| **B. CASH FLOW FROM INVESTING ACTIVITIES** | | |
| Purchase of property, plant and equipment, CWIP including intangible assets, capital advances and capital creditors | (254.75) | (194.68) |
| Proceeds from sale of property, plant and equipment | 25.67 | 8.94 |
| Interest Income | 125.48 | 27.28 |
| Proceeds/(Investment) from/in maturity of bank deposits | 1,219.50 | (1,287.33) |
| **Net cash (used)/generated in investing activities** | **1,115.90** | **(1,445.79)** |
| **C. CASH FLOW FROM FINANCING ACTIVITIES** | | |
| Interest paid (other than on lease liabilities) | (33.25) | (57.50) |
| Interest on lease liabilities | (6.81) | (5.93) |
| Proceeds from long term borrowings | - | 14.10 |
| Repayment of long term borrowings | (3.57) | (109.63) |
| Short term borrowings (net) | - | (192.16) |
| Principal payments against lease liabilities | (20.66) | (14.93) |
| Monitoring account and public account | 5.41 | 33.17 |
| Dividend paid | (112.74) | (25.46) |
| IPO & Pre IPO Expenses | (8.67) | (124.31) |
| Issue of fresh capital | 0.58 | 2,570.60 |
| **Net cash (used)/generated in Financing Activities** | **(179.71)** | **2,087.95** |
| **Net increase/(decrease) in cash and cash equivalents (A+B+C)** | **804.08** | **825.83** |
| Cash and cash equivalents at the beginning of the year | 896.75 | 70.92 |
| **Cash and cash equivalents at the closing of the year** | **1,700.83** | **896.75** |





# Statement of Cash Flows

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## a) Cash and Cash Equivalents included in Statement of Cash Flow comprise of following (Refer Note 11(a)):

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Cash on Hand | 1.27 | 0.62 |
| In current accounts | 1,699.56 | 896.13 |
| **Total** | **1,700.83** | **896.75** |

## b) Financial Liabilities:

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Non Current Borrowings (including current maturities) | 12.72 | 16.29 |
| Interest Accrued (excluding Interest on lease liabilities) | 1.62 | 0.31 |
| Lease Liabilities | 66.77 | 79.44 |
| **Total** | **81.11** | **96.04** |

## c) Reconciliation of changes in liabilities arising from financing activities:

| Particulars | As at April 01, 2024 | Cashflows | Non Cash Change | As at March 31, 2025 |
|---|---|---|---|---|
| Non Current Borrowings | 16.29 | (3.57) | - | 12.72 |
| Current Borrowings | - | - | - | - |
| Interest Accrued (excluding Interest on lease liabilities) | 0.31 | (40.06) | 41.37 | 1.62 |
| Lease Liabilities | 79.44 | (27.47) | 14.80 | 66.77 |
| **Total** | **96.04** | **(71.10)** | **56.17** | **81.11** |

| Particulars | As at April 01, 2023 | Cashflows | Non Cash Change | As at March 31, 2024 |
|---|---|---|---|---|
| Non Current Borrowings | 111.82 | (95.53) | - | 16.29 |
| Current Borrowings | 192.16 | (192.16) | - | - |
| Interest Accrued (excluding Interest on lease liabilities) | 1.19 | (63.43) | 62.55 | 0.31 |
| Lease Liabilities | 52.05 | (20.86) | 48.25 | 79.44 |
| **Total** | **357.22** | **(371.98)** | **110.80** | **96.04** |

The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.
Material Accounting Policies 2
The accompanying notes form an integral part of these financial statements.

As per our report of even date attached
For **S S Kothari Mehta & Co. LLP**
Chartered Accountants
Firm's registration number: 000756N / N500441

**Jalaj Soni**
Partner
Membership No. 528799

Place: Faridabad
Date: May 03, 2025

For and on behalf of the Board of Directors of
**Netweb Technologies India Limited**

**Sanjay Lodha**
Managing Director
DIN: 00461913

**Navin Lodha**
Director
DIN: 00461924

**Ankit Kumar Singhal**
Chief Financial Officer
Place: Faridabad
Date: May 03, 2025

**Lohit Chhabra**
Company Secretary

# Statement of changes in Equity

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## (a) Equity share capital*

### As at March 31, 2025

| Balance as at April 01, 2024 | Changes in Equity Share Capital due to prior period errors | Restated balance as at April 01, 2024 | Changes in equity share capital during the year | Balance as at March 31, 2025 |
|---|---|---|---|---|
| 112.73 | - | 112.73 | 0.58 | 113.31 |

### As at March 31, 2024

| Balance as at April 01, 2023 | Changes in Equity Share Capital due to prior period errors | Restated balance as at April 01, 2023 | Changes in equity share capital during the year | Balance as at March 31, 2024 |
|---|---|---|---|---|
| 101.85 | - | 101.85 | 10.88 | 112.73 |

*For changes in equity during the year, refer Note 14

## (b) Other equity

| Particulars | Attributable to equity shareholders | | | Total |
|---|---|---|---|---|
| | Reserves and surplus | | | |
| | Securities premium | Share options outstanding account | Retained earnings | |
| **As at April 01, 2023** | **-** | **23.18** | **811.63** | **834.81** |
| Profit for the year | - | - | 759.03 | 759.03 |
| ESOP reserve created during the year | - | 128.53 | - | 128.53 |
| Fresh Issue of Shares | 2,559.71 | - | - | 2,559.71 |
| Dividend paid | - | - | (25.46) | (25.46) |
| IPO expenses^ | (96.57) | - | - | (96.57) |
| Pre IPO expenses^ | (27.74) | - | - | (27.74) |
| Share option exercise | 76.67 | (76.67) | - | - |
| Other comprehensive income, net of income tax | - | - | (17.52) | (17.52) |
| **As at March 31, 2024** | **2,512.07** | **75.04** | **1,527.68** | **4,114.79** |
| Profit for the year | - | - | 1,144.75 | 1,144.75 |
| ESOP reserve created during the year | - | 51.74 | - | 51.74 |
| Dividend paid | - | - | (112.74) | (112.74) |
| IPO expenses^ | (8.67) | - | - | (8.67) |
| Share option exercise | 73.38 | (73.38) | - | - |
| Other comprehensive income, net of income tax | - | - | 0.14 | 0.14 |
| **As at March 31, 2025** | **2,576.78** | **53.40** | **2,559.83** | **5,190.01** |

^For IPO and Pre IPO expenses during the year, refer Note 49(viii) and 49(ix)

Material Accounting Policies 2
The accompanying notes form an integral part of these financial statements.

As per our report of even date attached
For **S S Kothari Mehta & Co. LLP**
Chartered Accountants
Firm's registration number: 000756N / N500441

**Jalaj Soni**
Partner
Membership No. 528799

Place: Faridabad
Date: May 03, 2025

For and on behalf of the Board of Directors of
**Netweb Technologies India Limited**

**Sanjay Lodha**
Managing Director
DIN: 00461913

**Navin Lodha**
Director
DIN: 00461924

**Ankit Kumar Singhal**
Chief Financial Officer
Place: Faridabad
Date: May 03, 2025

**Lohit Chhabra**
Company Secretary





# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## 1 CORPORATE INFORMATION

Netweb Technologies India Limited ('the Company') is a limited company domiciled in India and incorporated on September 22, 1999 under the provisions of the Companies Act, 1956 having its registered office at Plot No H-1, Pocket 9, Faridabad Industrial Town (FIT), Sector-57, Ballabhgarh, Faridabad, Haryana, 121004, India. The Company is in the business of "Computer Server" which includes transforming storage and computing with innovative Servers, Workstations, Storage, Cloud, HPC, AI and Big Data solutions. This class includes consultancy on type and configuration of hardware with or without associated software application.

## 2 MATERIAL ACCOUNTING POLICIES

This note provides a list of the material accounting policies adopted in the preparation of these Financial Statements. These policies have been consistently applied for all years presented.

### 2.01 Basis of preparation and presentation of financial statements

#### i) Compliance with IndAS

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and relevant provisions of the Companies Act, 2013.

#### ii) Historical cost convention

The Financial Statements have been prepared on a historical cost basis, except for the following assets and liabilities:

(i) Certain financial assets and liabilities that are measured at fair value

(ii) Defined benefit plans-plan assets measured at fair value

iii) The Company uses the Indian Rupees (₹) as its reporting currency. All values are rounded off to the nearest millions (₹000,000) upto two decimal places, except when otherwise indicated.

### 2.02 Current versus non-current classification

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

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and deferred tax liabilities are classified as non- current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

### 2.03 Property, plant and equipment

Property, Plant and equipment including capital work in progress are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets and are further adjusted by the amount of input tax credit availed wherever applicable. Subsequent costs are included in asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that future economic benefit associated with the item will flow to the Company and the cost of item can be measured reliably. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their respective useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as

# Notes to Financial Statements

**For the year ended March 31, 2025**

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incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

Capital work- in- progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on property, plant and equipment is provided on pro-rata basis on written-down value method using the useful lives of the assets estimated by management and in the manner prescribed in Schedule II of the Companies Act 2013 along with residual value 5%. The useful life is as follows:

| Assets | Useful life (in years) As per schedule II. | Estimated useful life by co. (in years)* |
|---|---|---|
| Building | 30-60 | 60 |
| Plant and machinery | 15 | 5-15 |
| Furniture and fixtures | 10 | 3-10 |
| Vehicles | 8-10 | 8-10 |
| Office equipment | 5 | 3-5 |
| Computers and servers | 3-6 | 3-6 |
| Electrical Installations | 10 | 10 |

*Based on Internal assessment the management believes that the useful life given above best represent the period over which management expects to use these assets

Land is carried at historical cost and is not depreciated.

## 2.04 Intangible assets

### Separately acquired intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalised development cost, are not capitalised and the related expenditure is reflected in statement of Profit and Loss in the period in which the expenditure is incurred. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss in the expense category consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from disposal of the intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the assets are disposed off.

Intangible assets with finite useful life are amortised on a straight-line value basis over the estimated useful economic life of 6-20 years, which represents the period over which the Company expects to derive economic benefits from the use of the assets.

Intangible Assets under development includes cost of intangible assets under development as at the balance sheet date.

## 2.05 Impairment of non- financial Assets

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate the carrying






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amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for the which there are separately identifiable cash inflows which largely independent of the cash inflows from other assets or group of assets (cash generating units). Non - financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

## 2.06 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### (i) Financial Assets

The Company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss)
- Those measured at amortised cost

The classification depends on entity's business model for managing the financial assets and the contractual terms of the cash flow.

**Initial recognition and measurement**

All financial assets (not recorded at fair value through profit or loss) are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset. Transaction cost of financial assets carried at fair value through profit or loss are expensed in profit or loss.

**Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in following categories:

- Debt instruments at fair value through profit and loss (FVTPL)
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments at amortised cost
- Equity instruments

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income). For investment in debt instruments, this will depend on the business model in which the investment is held. For investment in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for equity instruments at FVTOCI.

**Debt instruments at amortised cost**

A Debt instrument is measured at amortised cost if both the following conditions are met:

a) Business Model Test: The objective is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes).

b) Cash flow characteristics test: The contractual terms of the Debt instrument give rise on specific dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

This category is most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of EIR. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. The EIR amortisation is included in other income in profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

**Debt instruments at fair value through OCI**

A Debt instrument is measured at fair value through other comprehensive income if following criteria are met:

**a) Business Model Test:** The objective of financial instrument is achieved by both collecting contractual cash flows and for selling financial assets.

# Notes to Financial Statements

**For the year ended March 31, 2025**

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b) **Cash flow characteristics test:** The contractual terms of the Debt instrument give rise on specific dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

Debt instrument included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI), except for the recognition of interest income, impairment gains or losses and foreign exchange gains or losses which are recognised in statement of profit and loss. On derecognition of asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit & loss. Interest earned whilst holding FVTOCI financial asset is reported as interest income using the EIR method.

**Debt instruments at FVTPL**

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for amortised cost or FVTOCI, is classified as at FVTPL. A gain or loss on a Debt instrument that is subsequently measured at FVTPL and is not a part of a hedging relationship is recognised in statement of profit or loss and presented net in the statement of profit and loss within other gains or losses in the period in which it arises. Interest income from these Debt instruments is included in other income.

**Equity investments of other entities**

All equity investments in scope of IND AS 109 are measured at fair value. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income all subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Profit and loss.

**Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement and either;

  (a) the Company has transferred the rights to receive cash flows from the financial assets or

  (b) the Company has retained the contractual right to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all the risks and rewards of the ownership of the financial assets. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all the risks and rewards of the ownership of the financial assets, the financial asset is not derecognised.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

**Impairment of financial assets**

In accordance with Ind AS 109, the Company applies expected credit losses (ECL) model for measurement and recognition of impairment loss on the following financial asset and credit risk exposure





# Notes to Financial Statements

**For the year ended March 31, 2025**

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- Financial assets measured at amortised cost;
- Financial assets measured at fair value through other comprehensive income (FVTOCI);

The Company follows "simplified approach" for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables;

Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12- months ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

(a) All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

(b) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss.

The balance sheet presentation for various financial instruments is described below:-

(a) Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

(b) Debt instruments measured at FVTOCI: For debt instruments measured at FVTOCI, the expected credit losses do not reduce the carrying amount in the balance sheet, which remains at fair value. Instead, an amount equal to the allowance that would arise if the asset was measured at amortised cost is recognised in other comprehensive income as the "accumulated impairment amount".

## (ii) Financial liabilities:

**Initial recognition and measurement**

Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. the Company financial liabilities include loans and borrowings including bank overdraft, trade payables, trade deposits, retention money, liabilities towards services and other payables.

# Notes to Financial Statements

**For the year ended March 31, 2025**

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### Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in a hedge relationship as defined by Ind AS 109. The separated embedded derivate are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ losses are not subsequently transferred to profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

### Trade Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 90 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at fair value and subsequently measured at amortised cost using Effective interest rate method.

### Loans and borrowings

Borrowings are initially recognised at fair value, net of transaction cost incurred. After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the Effective interest rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the Effective interest rate amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the Effective interest rate. The Effective interest rate amortisation is included as finance costs in the statement of profit and loss.

Borrowing are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

### Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or medication is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

### Offsetting of financial instruments:

Financials assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### Reclassification of financial assets/ financial liabilities

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases





# Notes to Financial Statements

**For the year ended March 31, 2025**

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to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

## 2.07 Inventories

### (a) Basis of Valuation:

Inventories are valued at lower of cost and net realisable value after providing cost of obsolescence, if any. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realisable value is made on an item-by-item basis.

### (b) Method of Valuation:

(i) **Cost of raw materials and components** has been determined by using FIFO method and comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventories to their present location and condition.

(ii) **Cost of finished goods and work-in-progress** includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs.

(iii) **Net realisable value** is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

## 2.08 Taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognised in Other Comprehensive Income or directly in equity, respectively.

### Current tax:

Current tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.

The Company's management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

### Deferred tax:

Deferred income tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements.

Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

# Notes to Financial Statements

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### 2.09 i) Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company collects Goods and Service Tax on behalf of government, and therefore, these are not consideration to which the Company is entitled, hence, these are excluded from revenue. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

#### a) Revenue from sale of goods

Revenue from the sale of goods is recognised at the point in time when control of the assets is transferred to the customer, generally on delivery of the goods.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

#### b) Revenue from sale of services

Revenue from sale of services is recognised over a period of time because the customer simultaneously receives and consumes the benefits provided by the Company and accounted revenue as and when services are rendered and there are no unfulfilled obligation.

#### c) Consideration of significant financing component in a contract

The Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

#### d) Trade Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within one year and therefore are all classified as current. Where the settlement is due after one year, they are classified as non-current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

#### e) Contract Assets

A contract asset is the entity's right to consideration in exchange for goods or services that the entity has transferred to the customer. A contract asset becomes a receivable when the entity's right to consideration is unconditional, which is the case when only the passage of time is required before payment of the consideration is due. The impairment of contract assets is measured, presented and disclosed on the same basis as trade receivables.

#### f) Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

#### g) Impairment

An impairment is recognised to the extent that the carrying amount of receivable or asset relating to contracts with customers (a) the remaining amount of consideration that the Company expects to receive in exchange for the goods or services to which such asset relates; less (b) the costs that relate directly to providing those goods or services and that have not been recognised as expenses.

### ii) Other Income

#### Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time proportion basis by reference to the principal outstanding and effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

#### Other Operating Revenue

Incentive and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions and the incentive will be received.

### 2.10 Employee benefits

#### (i) Short-term obligations

Liabilities for wages and salaries, including non monetary benefits that are expected to be settled wholly within twelve months after the end of the year in which the employees render the related service are recognised in respect of employee service upto the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. Corresponding liabilities are presented as current employee benefit obligations in the balance sheet.

Accumulated leaves, which are expected to be utilised within the next twelve months, is treated as short-term employee benefits. The company measured the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The company recognises the expected cost of short-term employee benefit as an expense, when an employee renders the related services.

The Company presents the leave encashment as a current liability in the balance sheet to the extent it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

#### (ii) Defined Contribution Plan

The Company makes defined contribution to Employees Provident Fund Organisation (EPFO), Pension Fund and Employees State Insurance (ESI), which are accounted on accrual basis as expenses in the statement of Profit and Loss in the period during which the related services are rendered by employees.

Prepaid contribution are recognised as an assets to the extent that a cash refund or reduction in future payments is available.

#### (iii) Defined Benefit Plan

Retirement benefit in the form of Gratuity is considered as defined benefit plan. The liability recognised in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the balance sheet date, together with adjustments for unrecognised actuarial gains or losses and past service costs. The defined benefit obligation is determined by actuarial valuation as on the balance sheet date, using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

(i) The date of the plan amendment or curtailment, and

(ii) The date that the Company recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

(i) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and nonroutine settlements; and

(ii) Net interest expense or income





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## 2.11 Share-based payment arrangements

Employees (including senior executives) of the Company receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share Options outstanding reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense."

The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counter party, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

## 2.12 Leases- Company as a lessee

Leases are accounted for using the principles of recognition, measurement, presentation and disclosures as set out in Ind AS 116 Leases.

On inception of a contract, the Company assesses whether it contains a lease. A contract contains a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The right to use the asset and the obligation under the lease to make payments are recognised in the Company's financial statements as a right-of-use asset and a lease liability.

Lease contracts may contain both lease and non-lease components. The Company allocates payments in the contract to the lease and non-lease components based on their relative stand-alone prices and applies the lease accounting model only to lease components.

The right-of-use asset recognised at lease commencement includes the amount of lease liabilities on initial measurement, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated to a residual value over the rights-of-use assets estimated useful life or the lease term, whichever is lower. Right-of-use assets are also adjusted for any re-measurement of lease liabilities and are subject to impairment testing. Residual value is reassessed at each reporting date.

The lease liability is initially measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments (including 'in-substance fixed' payments) and variable lease payments that depend on an index or a rate, less any lease incentives receivable. 'In-substance fixed' payments are payments that may, in form, contain variability but that, in substance, are unavoidable. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease term includes periods subject to extension options which the Company is reasonably certain to exercise and excludes the effect of early termination options where the Company is not reasonably certain that it will exercise the option. Minimum lease payments include the cost of a purchase option if the Company is reasonably certain it will purchase the underlying asset after the lease term.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest on lease liability and reduced for lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification e.g. a change in the lease term, a change in the 'in-substance fixed' lease payments or as a result of a rent review or change in the relevant index or rate.

Variable lease payments that do not depend on an index or a rate are recognised as an expense in the period over which the event or condition that triggers the payment occurs. In respect of variable leases which guarantee a minimum amount of rent over the lease term, the guaranteed amount is considered to be an





# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

'in-substance fixed' lease payment and included in the initial calculation of the lease liability. Payments which are 'in-substance fixed' are charged against the lease liability.

The Company has opted not to apply the lease accounting model to intangible assets, leases of low-value assets or leases which have a term of less than 12 months. Costs associated with these leases are recognised as an expense on a straight-line basis over the lease term.

Lease payments are presented as follows in the Company's statement of cash flows:

i. short-term lease payments, payments for leases of low-value assets and variable lease payments that are not included in the measurement of the lease liabilities are presented within cash flows from operating activities;

ii. payments for the interest element of recognised lease liabilities are presented within cash flows from financing activities; and

iii. payments for the principal element of recognised lease liabilities are presented within cash flows from financing activities.

## 2.13 Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposit held at call with financial institutions, other short - term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

## 2.14 Foreign currencies

### (i) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Company's financial statements are presented in Indian rupee (₹) which is also the Company's functional and presentation currency.

### (ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date of the transactions. Foreign exchange gains and losses resulting from the settlement of such transaction and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rate are generally recognised in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

**Exchange differences**

Exchange differences arising on settlement or translation of monetary items are recognised as income or expense in the year in which they arise with the exception of exchange differences on gain or loss arising on translation of non-monetary items measured at fair value which is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

## 2.15 Provisions and Contingent Liabilities

### Provisions

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognised because it cannot

# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

### Contingent assets

Contingent assets are not recognised in the financial statements. Contingent assets are disclosed in the financial statements to the extent it is probable that economic benefits will flow to the Company from such assets.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

## 2.16 Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) In the principal market for asset or liability, or

(ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non- financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1- Quoted(unadjusted) market prices in active markets for identical assets or liabilities

Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

## 2.17 Statement of cash flows

Statements of cash flows is made using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferral accruals of past or future cash receipts or payments and item of income or expense associated with investing or financing of cash flows. The cash flows from operating, financing and investing activities of the Company are segregated.

## 2.18 Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

### Judgements

In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognised in the Financial Statements.

### a) Recognition of deferred taxes

The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.

### b) Impairment of Financial assets

The impairment provisions of financial assets are based on assumptions about the risk of default and expected loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

### c) Recognition of revenue

The price charged from the customer is treated as standalone selling price of the goods transferred to the customer. At each balance sheet date, basis the past trends and management judgment, the Company assesses the requirement of recognising provision against the sales returns for its products and in case, such provision is considered necessary, the management make adjustment in the revenue. However, the actual future outcome may be different from this judgement.

### d) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An assets recoverable amount is the higher of an asset's CGU'S fair value less cost of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other fair value indicators.

### e) Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and there by assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease etc. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

## 2.19 Company Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

### a) Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority





Notes to Financial Statements
For the year ended March 31, 2025
(All amounts in Indian Rupees in millions, unless otherwise stated)

# Notes to Financial Statements

**For the year ended March 31, 2025**

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### b) Gratuity benefit

The cost of defined benefit plans (i.e. Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long-term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics (i.e. IALM 2012-14 Ultimate). These assumptions translate into an average life expectancy in years at retirement age. Future salary increases and pension increases are based on expected future inflation rates. Further details about the assumptions used, including a sensitivity analysis, are given in Note 39.

### c) Fair value measurement of financial instrument

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

### d) Property, plant and equipment

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of the Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. For managements estimates on useful life of assets refer note 2.03

### e) Intangible assets

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life. The useful lives of the Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. For managements estimates on useful life of assets refer note 2.04





# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## 3(a). Property, plant and equipment

| Particulars | Land* | Buildings* | Furniture and fixtures | Plant and equipment | Office Equipments | Vehicles | Electrical fittings | Computer | Total |
|---|---|---|---|---|---|---|---|---|---|
| **Gross Carrying Amount** | | | | | | | | | |
| **As at April 01, 2023** | 37.92 | 32.86 | 14.47 | 67.63 | 6.87 | 27.05 | 2.44 | 12.49 | 201.73 |
| Additions | - | 22.72 | 18.62 | 109.18 | 14.89 | 31.01 | 15.46 | 15.30 | 227.18 |
| Disposals | - | - | 0.06 | 0.16 | 0.10 | 9.07 | - | 1.69 | 11.08 |
| **As at March 31, 2024** | 37.92 | 55.58 | 33.03 | 176.65 | 21.66 | 48.99 | 17.90 | 26.10 | 417.83 |
| Additions | - | 21.66 | 15.06 | 97.53 | 7.49 | 10.67 | 2.51 | 17.40 | 172.32 |
| Disposals | - | - | - | 33.85 | - | 0.26 | - | - | 34.11 |
| **As at March 31, 2025** | 37.92 | 77.24 | 48.09 | 240.33 | 29.15 | 59.40 | 20.41 | 43.50 | 556.04 |
| **Accumulated depreciation** | | | | | | | | | |
| **As at April 01, 2023** | - | 1.38 | 3.03 | 9.76 | 2.14 | 9.60 | 0.75 | 5.66 | 32.32 |
| Charge for the year | - | 1.82 | 4.95 | 15.94 | 4.78 | 6.91 | 1.03 | 5.96 | 41.39 |
| Disposals | - | - | 0.01 | 0.02 | 0.04 | 3.76 | - | 0.76 | 4.59 |
| **As at March 31, 2024** | - | 3.20 | 7.97 | 25.68 | 6.88 | 12.75 | 1.78 | 10.86 | 69.12 |
| Charge for the year | - | 2.59 | 7.89 | 37.50 | 8.10 | 11.86 | 4.65 | 13.56 | 86.15 |
| Disposals | - | - | - | 14.20 | - | 0.19 | - | - | 14.39 |
| **As at March 31, 2025** | - | 5.79 | 15.86 | 48.98 | 14.98 | 24.42 | 6.43 | 24.42 | 140.88 |
| **Net Carrying Amount** | | | | | | | | | |
| **As at March 31, 2024** | 37.92 | 52.38 | 25.06 | 150.97 | 14.78 | 36.24 | 16.12 | 15.24 | 348.71 |
| **As at March 31, 2025** | 37.92 | 71.45 | 32.23 | 191.35 | 14.17 | 34.98 | 13.98 | 19.08 | 415.16 |

* Title deeds of immovable properties are held in the name of the Company.

3(a)(i) There are no adjustments to Property, Plant and Equipment on account of exchange differences.

3(a)(ii) Addition to Buildings includes ₹Nil (Previous year ₹0.92 million) on account of interest on loan.

3(a)(iii) There is no revaluation of Property, Plant and Equipment during the year.

# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## 3(b) Capital work-in-progress

| Particulars | Amount |
|---|---|
| **As at April 01, 2023** | 17.63 |
| Additions | 135.84 |
| Capitalised during the year | 147.96 |
| **As at March 31, 2024** | 5.51 |
| Additions* | 145.28 |
| Capitalised during the year | 94.84 |
| **As at March 31, 2025** | 55.95 |

* Addition to capital work in progress includes ₹Nil (Previous year ₹0.47 million) on account of interest on loan.

### Capital work-in-progress ageing schedule

| As at March 31, 2025 | Amount in Capital work-in-progress for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Projects in progress | 55.36 | 0.59 | - | - | 55.95 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | 55.36 | 0.59 | - | - | 55.95 |

| As at March 31, 2024 | Amount in Capital work-in-progress for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Projects in progress | 5.51 | - | | | 5.51 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | 5.51 | - | - | - | 5.51 |

## 4 (a) Right of Use Assets

| Particulars | Building | Total |
|---|---|---|
| **Gross carrying value** | | |
| **As at April 01, 2023** | 61.32 | 61.32 |
| Additions | 43.10 | 43.10 |
| Deductions | (1.86) | (1.86) |
| **As at March 31, 2024** | 102.56 | 102.56 |
| Additions | 8.23 | 8.23 |
| Deductions | (0.48) | (0.48) |
| **As at March 31, 2025** | 110.31 | 110.31 |
| **Accumulated Depreciation** | | |
| **As at April 01, 2023** | 11.86 | 11.86 |
| Charge for the year | 17.56 | 17.56 |
| Deductions | (1.86) | (1.86) |
| **As at March 31, 2024** | 27.56 | 27.56 |
| Charge for the year | 23.31 | 23.31 |
| Deductions | (0.48) | (0.48) |
| **As at March 31, 2025** | 50.39 | 50.39 |
| **Net carrying value** | | |
| **As at March 31, 2024** | 75.00 | 75.00 |
| **As at March 31, 2025** | 59.92 | 59.92 |





# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## 4 (b) Other intangible assets

| Particulars | Software | Patent & trademark | Total |
|---|---|---|---|
| **Gross carrying value** | | | |
| **As at April 01, 2023** | 19.71 | 0.61 | 20.32 |
| Additions | 6.79 | 0.11 | 6.90 |
| Disposals | - | - | - |
| **As at March 31, 2024** | 26.50 | 0.72 | 27.22 |
| Additions | 0.85 | - | 0.85 |
| Disposals | - | - | - |
| **As at March 31, 2025** | 27.35 | 0.72 | 28.07 |
| **Amortisation** | | | |
| **As at April 01, 2023** | 5.56 | 0.01 | 5.57 |
| Charge for the year | 3.52 | 0.05 | 3.57 |
| Disposals | - | - | - |
| **As at March 31, 2024** | 9.08 | 0.06 | 9.14 |
| Charge for the year | 3.91 | 0.06 | 3.97 |
| Deductions | - | - | - |
| **As at March 31, 2025** | 12.99 | 0.12 | 13.11 |
| **Net carrying value** | | | |
| **As at March 31, 2024** | 17.42 | 0.66 | 18.08 |
| **As at March 31, 2025** | 14.36 | 0.60 | 14.96 |

### Change in accounting estimate

During the financial year ended March 31, 2024, the management of the Company performed an internal review of intangibles, accordingly, the management has changed its method of amortisation related to intangibles from written down value to Straight line method.

Accordingly, there is decrease in amortisation expense for the financial year 2023-24 by ₹4.14 million and profit before tax for the year ended March 31, 2024, increased from ₹1,015.42 million to ₹1,019.56 million and profit per share has increased from ₹13.85 to ₹13.91.

## 4 (c) Intangible Assets under development

| | Amount |
|---|---|
| **As at April 01, 2023** | 0.23 |
| Additions | - |
| Capitalised during the year | 0.11 |
| **As at March 31, 2024** | 0.12 |
| Additions | 15.00 |
| Capitalised during the year | - |
| **As at March 31, 2025** | 15.12 |

# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

### Intangible Assets under development ageing schedule

| As at March 31, 2025 | Amount of Intangible Assets under development for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Projects in progress | 15.00 | - | 0.12 | - | 15.12 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **15.00** | **-** | **0.12** | **-** | **15.12** |

| As at March 31, 2024 | Amount of Intangible Assets under development for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Projects in progress | - | 0.12 | - | - | 0.12 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **-** | **0.12** | **-** | **-** | **0.12** |

## 5 Investments

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Non Current | | |
| Investment in Equity Instruments | | |
| Equity Instruments-Unquoted (At cost-impairment) | | |
| i. Subsidiary | | |
| - Netweb Foundation | 0.10 | 0.10 |
| 9,900 equity shares of face value ₹10/- | | |
| Less - Impairment in value of investment | (0.10) | (0.10) |
| **Total Investments** | **-** | **-** |

| | | |
|---|---|---|
| (a) Aggregate amount of quoted investments and market value thereof | - | - |
| (b) Aggregate amount of unquoted investments | - | - |
| (c) Aggregate amount of impairment in value of investments | 0.10 | 0.10 |

During the financial year 2022-23, the Company had subscribed 9,900 equity shares of ₹10/- each of Netweb Foundation (a Section 8 - Company as per Companies Act 2013)}. Netweb Foundation became a subsidiary of the Company w.e.f. May 25, 2022 by virtue of holding 9,900 equity shares equivalent to 99% share capital in Netweb Foundation. Netweb Foundation is prohibited to distribute any dividend / economic benefits to its members, hence the Company is unable to earn any variable return/ economic benefits from the voting rights through its holding in equity shares of Netweb Foundation. Accordingly, the above investment does not meet the definition of control under Ind AS 110 -'Consolidated Financial Statements' and the aforesaid investment value of ₹0.10 million had been charged off to the statement of profit and loss during the year ended March 31, 2023.





# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## 6 Other financial assets

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Non Current** | | |
| **Unsecured, considered good unless otherwise stated** | | |
| **Carried at amortised cost** | | |
| Security deposits | 41.97 | 35.78 |
| Retention Money | 0.44 | 0.84 |
| **Total other financial assets** | **42.41** | **36.62** |

## 7 Deferred tax assets (net)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Deferred tax assets** | | |
| Temporary difference in carrying values of property, plant & equipment & intangible assets between books of accounts and for tax purposes. Liabilities and provisions tax deductible only upon payment/actual crystallisation. | 3.25 | 0.25 |
| - Post retirement benefits | 9.70 | 7.49 |
| Impact on account of Leases | 1.72 | 1.12 |
| Expected Credit Losses | 0.49 | 0.19 |
| Other temporary difference | 1.23 | 0.52 |
| **(A)** | **16.39** | **9.57** |
| **Deferred tax liability** | | |
| Other temporary difference | (0.16) | (0.43) |
| **(B)** | **(0.16)** | **(0.43)** |
| **Net deferred tax assets (A+B)** | **16.23** | **9.14** |

## 8 Other non-current assets

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Capital advances | 13.35 | 26.53 |
| Prepaid expenses | 46.69 | 4.53 |
| **Total other non-current assets** | **60.04** | **31.06** |

## 9 Inventories

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **(The Inventory is valued at lower of cost and net realisable value)** | | |
| Raw materials | 1,663.54 | 874.22 |
| Work in progress | 160.02 | 184.64 |
| Finished goods | 404.77 | 87.71 |
| **Total Inventories (includes goods in transit)*** | **2,228.33** | **1,146.57** |

*Includes goods in transit, consisting of raw materials amounting to ₹105.35 million (March 31, 2024: ₹8.06 million) and finished goods amounting to ₹38.02 million (March 31, 2024: ₹22.45 million)

# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## 10 Trade receivables

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Trade receivables: (Carried at Amortised Cost) (Unsecured)** | | |
| Trade Receivables - Considered Good | 3,615.31 | 1,838.29 |
| Trade Receivables which have significant increase in credit risk | - | - |
| Trade Receivables - credit impaired | 1.97 | 0.77 |
| **Total trade receivables** | **3,617.28** | **1,839.06** |
| Less: Allowance for credit losses | 1.97 | 0.77 |
| **Total trade receivables (net)** | **3,615.31** | **1,838.29** |

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

### Trade receivables ageing schedule

| As at March 31, 2025 | Outstanding for following periods from date of transaction | | | | | Total |
|---|---|---|---|---|---|---|
| | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Undisputed Trade receivables - considered good | 3,379.08 | 183.15 | 42.46 | 5.05 | 5.57 | 3,615.31 |
| Undisputed Trade receivables - which have significant increase in credit risk | - | - | - | - | - | - |
| Undisputed Trade receivables - credit impaired | - | - | 0.80 | 0.41 | 0.76 | 1.97 |
| Disputed Trade receivables - considered good | - | - | - | - | - | - |
| Disputed Trade receivables - which have significant increase in credit risk | - | - | - | - | - | - |
| Disputed Trade receivables - credit impaired | - | - | - | - | - | - |
| **Total** | **3,379.08** | **183.15** | **43.26** | **5.46** | **6.33** | **3,617.28** |
| Less: Allowance for credit losses | - | - | 0.80 | 0.41 | 0.76 | 1.97 |
| **Net Trade receivables** | **3,379.08** | **183.15** | **42.46** | **5.05** | **5.57** | **3,615.31** |

| As at March 31, 2024 | Outstanding for following periods from date of transaction | | | | | Total |
|---|---|---|---|---|---|---|
| | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Undisputed Trade receivables - considered good | 1,652.86 | 144.28 | 33.19 | 5.71 | 2.25 | 1,838.29 |
| Undisputed Trade receivables - which have significant increase in credit risk | - | - | - | - | - | - |
| Undisputed Trade receivables - credit impaired | - | - | - | 0.17 | 0.60 | 0.77 |
| Disputed Trade receivables - considered good | - | - | - | - | - | - |
| Disputed Trade receivables - which have significant increase in credit risk | - | - | - | - | - | - |
| Disputed Trade receivables - credit impaired | - | - | - | - | - | - |
| **Total** | **1,652.86** | **144.28** | **33.19** | **5.88** | **2.85** | **1,839.06** |
| Less: Allowance for credit losses | - | - | - | 0.17 | 0.60 | 0.77 |
| **Net Trade receivables** | **1,652.86** | **144.28** | **33.19** | **5.71** | **2.25** | **1,838.29** |





# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## 11 (a) Cash and cash equivalents

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Balances with banks: | | |
| - On current accounts | 1,699.56 | 896.13 |
| Cash on hand | 1.27 | 0.62 |
| **Total cash and cash equivalents** | **1,700.83** | **896.75** |

## 11 (b) Bank balances other than cash and cash equivalents

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Bank Deposits | - | 216.07 |
| Bank Deposits (Refer Note 11(b)(i)) | 89.07 | 71.65 |
| **Earmarked balances with bank** | | |
| Bank Deposit from IPO proceeds | - | 998.50 |
| Bank Balances in monitoring account | 5.41 | 33.17 |
| **Total bank balances other than cash and cash equivalents** | **94.48** | **1,319.39** |

11 (b) (i) A charge has been created over the deposits towards various guarantees in favour of customer and statutory authorities.

## 12 Other financial assets

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Current** | | |
| **Unsecured, considered good unless otherwise stated** | | |
| **Carried at amortised cost** | | |
| Earnest Money Deposit | 29.00 | 18.09 |
| Retention Money | 10.27 | 10.44 |
| Security deposits | 1.96 | 1.38 |
| Duty Drawback Receivable | 0.03 | 0.07 |
| Interest Accrued on Bank deposits | 1.53 | 54.30 |
| Bank deposits with original maturity more than 12 months but maturing within 12 months | 2.50 | - |
| **Total Other financial assets** | **45.29** | **84.28** |

## 13 Other current assets

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Unsecured considered good | | |
| Prepaid expenses | 76.31 | 72.54 |
| Staff advances | 7.96 | 3.96 |
| Balance with statutory / government authorities | 415.90 | 140.45 |
| Advance to suppliers and other advances | 6.53 | 25.66 |
| PLI incentive receivable | 59.40 | - |
| Other receivables | 3.47 | 72.55 |
| **Total Other current assets** | **569.57** | **315.16** |

# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## 14 Equity share capital

### (a) Authorised equity share capital:

| | Number of shares | Face Value | Amount |
|---|---|---|---|
| **As at April 01, 2023** | 7,50,00,000 | 2 | 150.00 |
| Changes during the year | - | - | - |
| **As at March 31, 2024** | 7,50,00,000 | 2 | 150.00 |
| Changes during the year | - | - | - |
| **As at March 31, 2025** | 7,50,00,000 | 2 | 150.00 |

### (b) Issued, subscribed and fully paid equity share capital:

| | Number of shares | Face Value | Amount |
|---|---|---|---|
| **As at April 01, 2023** | 5,09,23,980 | 2 | 101.85 |
| Fresh issue of shares during the year* | 51,41,000 | 2 | 10.28 |
| Exercise of ESOP* | 3,00,888 | 2 | 0.60 |
| **As at March 31, 2024** | 5,63,65,868 | 2 | 112.73 |
| Exercise of ESOP^ | 2,88,000 | 2 | 0.58 |
| **As at March 31, 2025** | 5,66,53,868 | 2 | 113.31 |

**^ During the year ended March 31, 2025 the Company has made the following issue of equity shares**

| Particulars | No. of shares (A) (Absolute) | Issue price per share (B) | Face Value per share(C) | Premium per share (D=B-C) | Amount credited to share capital (E=A*C) |
|---|---|---|---|---|---|
| Stock Option Granted | 2,88,000 | 2 | 2 | - | 0.58 |
| **Total** | 2,88,000 | | | | 0.58 |

*** During the year ended March 31, 2024 the Company has made the following issue of equity shares**

| Particulars | No. of shares (A) (Absolute) | Issue price per share (B) | Face Value per share (C) | Premium per share (D=B−C) | Amount credited to share capital (E=A*C) |
|---|---|---|---|---|---|
| Pre-IPO | 10,20,000 | 500 | 2 | 498 | 2.04 |
| IPO | 41,01,000 | 500 | 2 | 498 | 8.20 |
| IPO - Employee Reservation | 20,000 | 475 | 2 | 473 | 0.04 |
| Stock Option Granted | 3,00,888 | 2 | 2 | - | 0.60 |
| **Total** | 54,41,888 | | | | 10.88 |

### (c) Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of ₹2 per share (PY ₹2 per share). Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend, if any in Indian rupees. The dividend proposed, if any by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

The Board of Directors of the Company in the Board meeting dated February 15, 2023 and Shareholders of the company in the Extra Ordinary General Meeting dated February 16, 2023 have approved the sub-division of each of the Equity Share of the Company having a face value of ₹10/- each in the Equity Share Capital of the Company be sub-divided into 5 Equity Shares having a face value of ₹2/- each ("Sub-division"). Further, the equity portion of authorised share capital of the company was revised to 7,50,00,000 equity shares of face value of ₹2 each i.e. ₹150 million.





# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

Further the Board of Directors at its meeting held on February 15, 2023, pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, proposed that a sum of ₹45.27 million be capitalised as Bonus Equity shares out of free reserves and surplus, and distributed amongst the Equity Shareholders by issue of 2,26,32,880 Equity shares of ₹2/- each credited as fully paid to the Equity Shareholders in the proportion of 4 (Four) Equity share for every 5 (Five) Equity shares. It was approved in the meeting of shareholders held on February 16, 2023. The Board of Directors of the Company in the Board meeting dated February 20, 2023 allotted the Bonus Equity Shares to the shareholders of the Company.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the equity shareholders

### (d) Aggregate number of equity shares issued as bonus during the period of five years immediately proceeding the reporting date:

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2021 |
|---|---|---|---|---|---|
| Equity share allotted as fully paid bonus shares by capitalisation of Retained Earnings and Security Premium. | - | - | 45.27 | - | - |

During the year ended March 31, 2023, the Company allotted 2,26,32,880 equity shares as fully paid up bonus shares in proportion of 4:5 (i.e. four bonus shares for every five equity share held) to the eligible members/beneficial owners, by capitalisation of amount of ₹45.27 million which was by way of transfer from Retained Earnings ₹37.28 million and Securities Premium Reserve. ₹7.99 million.

Such bonus shares rank pari passu in all respects and carry the same rights as the existing equity shareholders and are entitled to participate in full, in any dividend and other corporate action, recommended and declared after the new equity shares are allotted.

### (e) Share based payments

During the financial year 2022-23, Netweb- Employee Stock Option Plan 2023 pursuant to resolutions passed by Board of Directors of the Company at their meeting held on December 24, 2022 and by Shareholders of the Company at their meeting held on January 09, 2023 and as amended by the Board of Directors of the Company at their meeting held on February 20, 2023 and approved by the Shareholders of the Company at their meeting held on February 23, 2023. The Plan has been made effective from January 21, 2023.

Pursuant to the approvals obtained from the Nomination and Remuneration Committee, following stock options were granted to eligible employees under the Netweb Employee Stock Option Plan 2023:

#### a) Grant on January 31, 2023 (Financial Year 2022–23):

Stock options were granted to eligible employees and Key Managerial Personnel. These options shall vest over a period of 3 years, with an equal number of options vesting each year from the date of grant. The vested options may be exercised within the prescribed exercise period. The exercise price for these options is ₹2 per option.

#### b) Grant on January 18, 2025 (Financial Year 2024–25):

A fresh grant of stock options was made to eligible employees and Key Managerial Personnel. These options shall vest over a period ranging from 1-2 years from the grant date, with equal number of options vesting at each interval. The vested options may be exercised within the stipulated exercise period. The exercise price for this grant is ₹2 per option

Please refer note 51 for further details

# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

### (f) Details of shareholders holding more than 5% shares in the Company

| Name of Shareholder | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | Number of shares | % holding in class | Number of shares | % holding in class |
| **Equity shares of ₹2 each fully paid** | | | | |
| Sanjay Lodha | 1,60,33,152 | 28.30% | 1,68,55,072 | 29.90% |
| Vivek Lodha | 80,16,125 | 14.15% | 84,27,026 | 14.95% |
| Niraj Lodha | 80,16,125 | 14.15% | 84,27,026 | 14.95% |
| Navin Lodha | 80,16,125 | 14.15% | 84,27,026 | 14.95% |
| **Total** | **4,00,81,527** | | **4,21,36,150** | |

### (g) Details of shareholding of Promoters

| Name of Shareholder | As at March 31, 2025 | | As at March 31, 2024 | | % change during the year |
|---|---|---|---|---|---|
| | Number of shares | % of total shares | Number of shares | % of total shares | |
| Equity shares of ₹2 each fully paid | | | | | |
| Sanjay Lodha | 1,60,33,152 | 28.30% | 1,68,55,072 | 29.90% | (1.60%) |
| Vivek Lodha | 80,16,125 | 14.15% | 84,27,026 | 14.95% | (0.80%) |
| Niraj Lodha | 80,16,125 | 14.15% | 84,27,026 | 14.95% | (0.80%) |
| Navin Lodha | 80,16,125 | 14.15% | 84,27,026 | 14.95% | (0.80%) |
| **Total** | **4,00,81,527** | | **4,21,36,150** | | |

| Name of Shareholder | As at March 31, 2024 | | As at March 31, 2023 | | % change during the year |
|---|---|---|---|---|---|
| | Number of shares | % of total shares | Number of shares | % of total shares | |
| Equity shares of ₹2 each fully paid | | | | | |
| Sanjay Lodha | 1,68,55,072 | 29.90% | 1,97,15,072 | 38.71% | (8.81%) |
| Vivek Lodha | 84,27,026 | 14.95% | 98,57,086 | 19.36% | (4.41%) |
| Niraj Lodha | 84,27,026 | 14.95% | 98,57,086 | 19.36% | (4.41%) |
| Navin Lodha | 84,27,026 | 14.95% | 98,57,086 | 19.36% | (4.41%) |
| **Total** | **4,21,36,150** | | **4,92,86,330** | | |

## 15 Other equity

| Securities premium | (A) | Amount |
|---|---|---|
| **Balance as at April 01, 2023** | | - |
| Additions | | 2,559.71 |
| Add: Share Options Exercised | | 76.67 |
| Less: IPO Expenses | | 96.57 |
| Less: Pre IPO Expenses | | 27.74 |
| **As at March 31, 2024** | | **2,512.07** |
| Add: Share Options Exercised | | 73.38 |
| Less: IPO Expenses | | 8.67 |
| **As at March 31, 2025** | | **2,576.78** |





# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

| Share options outstanding account | (B) | Amount |
|---|---|---|
| **Balance as at April 01, 2023** | | 23.18 |
| Additions | | 128.53 |
| Less: Share Options Exercised | | 76.67 |
| **As at March 31, 2024** | | **75.04** |
| Additions | | 51.74 |
| Less: Share Options Exercised | | 73.38 |
| **As at March 31, 2025** | | **53.40** |
| **Retained earnings** | (C) | |
| **Balance as at April 01, 2023** | | 811.63 |
| Profit for the year | | 759.03 |
| Add: Other comprehensive income, net of income tax | | (17.52) |
| Less: Dividend Paid | | 25.46 |
| **As at March 31, 2024** | | **1,527.68** |
| Profit for the year | | 1,144.75 |
| Add: Other comprehensive income, net of income tax | | 0.14 |
| Less: Dividend Paid | | 112.74 |
| **As at March 31, 2025** | | **2,559.83** |
| **Total other equity** | (A + B + C) | |
| **Balance as at March 31, 2024** | | 4,114.79 |
| **Balance as at March 31, 2025** | | **5,190.01** |

### Nature and purpose of reserves

#### Securities Premium:

Securities premium is used to record the premium received on issue of shares and is utilised in accordance with the provisions of Companies Act, 2013.

#### Retained Earnings:

Retained earnings represents undistributed profits of the Company which can be distributed to its equity shareholders in accordance with the provisions of the Companies Act, 2013.

#### Share options outstanding account:

The share option outstanding account has been created in accordance with the approved Employee Stock Option Scheme.

## 16 Borrowings

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Non Current** | | |
| **Secured** | | |
| Term loans | | |
| - From Banks | 1.33 | 3.87 |
| - From Others | 11.39 | 12.42 |
| | | |
| **Total Borrowings** | **12.72** | **16.29** |
| Less: Current maturities of loans- Secured (refer note no 20) | 2.47 | 3.57 |
| **Total non-current borrowings** | **10.25** | **12.72** |

# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

**(A) Nature of security and terms of repayment for borrowings:**

**Secured Term loans**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Term loans from Banks and others amounting to | 12.72 | 16.29 |
| Interest Rate | 7.10% to 9.75% | 7.10% to 9.75% |

(i) Secured against the hypothecation of respective vehicles and repayable in equal monthly instalments

(ii) Repayment Term (Banks / Financial Institutions / NBFC):-

| Facility | Repayment Terms |
|---|---|
| Kotak Mahindra bank | Repayable in 36 monthly equal instalments commencing from October 28, 2022 and ending on October 05, 2025 |
| Bank of Baroda | Repayable in 60 monthly equal instalments commencing from April 10, 2021 and ending on March 10, 2026 |
| Mercedes-benz Financial Services India Pvt Ltd | Repayable in 48 monthly equal instalments commencing from March 04, 2024 and ending on February 04, 2028 |

**(B)** As on balance sheet date there is no default in repayment of principal and interest.

**(C)** The Company has utilised the borrowings received from banks and financial institutions for the purpose it was taken in the respective years.

## 17 Lease liabilities

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Non Current** | | |
| Lease liabilities | 46.80 | 59.98 |
| **Total Non Current Lease liabilities** | **46.80** | **59.98** |

(Refer note no. 41 for further details)

## 18 Other non current liabilities

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Revenue received in advance | 3.01 | 9.00 |
| **Total Other non current liabilities** | **3.01** | **9.00** |

## 19 Provisions

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Non Current** | | |
| Provision for employee benefits | | |
| Provision for gratuity (refer note 39) | 33.90 | 25.78 |
| **Total Non Current Provisions** | **33.90** | **25.78** |





# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## 20 Borrowings

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Current** | | |
| **Secured** | | |
| Cash credits from banks | - | - |
| Current maturities of long term borrowings (refer note no 16) | 2.47 | 3.57 |
| **Total current borrowings** | **2.47** | **3.57** |

**Note:**

1 Cash credits from Banks reflect a debit balance and have been presented accordingly in note 11(a)

2 Cash credit from Indian Bank amounting to Nil (March 31, 2024: ₹Nil) is secured against Pari pasu charge on stock, Book debts and other current assets of the Company, both present and future with HDFC bank.

Further CC Limit are secured against (i) Properties of directors of the Company (ii) Pledge of FDR (excluding BG margin) of the Company (iii) Pari pasu charge on industrial unit (land & building) at Plot H-1, Sector - 57, Faridabad Industrial Town (FIT), Faridabad, Haryana, in the name of the company, measuring 540.31 Sq. yards, along with the hypothecation of Fixed Assets of the company as a collateral Security (iv) Pari pasu charge on industrial unit (land & building) at Plot H-2, Sector - 57, Faridabad Industrial Town (FIT), Faridabad, Haryana, in the name of the company, measuring 540.31 Sq. yards, along with the hypothecation of Fixed Assets of the company (After liquidation of Term Loan , the property will be held as collateral for working capital facility) as a collateral Security (v) Personal Guarantee provided by Mr. Sanjay Lodha (Director of Company), Mr. Vivek Lodha (Director of Company), Mr. Navin Lodha (Director of Company), Mr. Niraj Lodha (Director of Company), Ms. Madhuri Lodha (Mortgagor Guarantor) (Relative of Director) with HDFC bank. Interest rate on the above loans outstanding as at the year ended March 31, 2025 is 3 months MCLR."

3 Cash credit from HDFC Bank amounting to Nil (March 31, 2024: ₹Nil) is secured against Pari pasu charge on current assets, movable and immovable fixed assets with Indian Bank.

Further CC Limit are secured against (i) Properties of directors of the Company (ii) Pledge of FDR (excluding BG margin) of the Company (iii) Pari pasu charge over industrial unit (land & building) at Plot H-1, Sector - 57, Faridabad Industrial Town (FIT), Faridabad, Haryana, in the name of the company, measuring 540.31 Sq. yards, (iv) Pari pasu charge of industrial unit (land & building) at Plot H-2, Sector - 57, Faridabad Industrial Town (FIT), Faridabad, Haryana, in the name of the company, measuring 540.31 Sq. yards as a collateral Security (v) Personal Guarantee provided by Mr. Sanjay Lodha (Director of Company), Mr. Vivek Lodha (Director of Company), Mr. Navin Lodha (Director of Company), Mr. Niraj Lodha (Director of Company) and Ms. Madhuri Lodha (Mortgagor Guarantor) (Relative of Director) with Indian Bank. Interest rate on the above loans outstanding as at the year ended March 31, 2025 is 3M T-Bill + Spread.

4 **Loans guaranteed by directors and others, the amount of such loans outstanding are as under-:**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Cash Credit (CC) from Bank-Secured | - | - |

5 The company has been sanctioned working capital limit in excess of ₹Five crore in aggregate, at any point of time during the year from bank on the basis of security of current assets. The quarterly return/statement filed by company with the banks are in agreement with the books of account of the company of the respective quarters.

# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## 21 Lease liabilities

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Current** | | |
| Lease liabilities | 19.97 | 19.46 |
| **Total Lease liabilities** | **19.97** | **19.46** |

(Refer note no. 17 & 41 for further details)

## 22 Trade payables

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Carried at amortised cost** | | |
| Total outstanding dues of micro enterprises and small enterprises | 3.77 | 2.06 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 2,975.52 | 1,264.10 |
| **Total Trade payables** | **2,979.29** | **1,266.16** |

**Notes**

a Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) for the year ended is given below. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| - Principal amount remaining unpaid to any supplier as at the end of the accounting year. | 3.77 | 2.06 |
| - Interest due thereon remaining unpaid to any supplier as at the end of the accounting year | 0.08 | 0.09 |
| - The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year. | - | - |
| - The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006); | 0.09 | - |
| - The amount of interest accrued and remaining unpaid at the end of the accounting year. | 0.17 | - |
| - The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006. | 0.17 | - |

### 22.1 Trade payable ageing schedule

| As at March 31, 2025 | Unbilled Dues | Outstanding for following periods from date of transactions | | | | Total |
|---|---|---|---|---|---|---|
| | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| MSME | - | 3.77 | - | - | - | 3.77 |
| Others | - | 2,973.75 | 1.75 | 0.02 | - | 2,975.52 |
| Disputed dues - MSME | - | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - | - |
| **Total** | **-** | **2,977.52** | **1.75** | **0.02** | **-** | **2,979.29** |





# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

| As at March 31, 2024 | Unbilled Dues | Outstanding for following periods from date of transactions | | | | Total |
|---|---|---|---|---|---|---|
| | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| MSME | - | 2.06 | - | - | - | 2.06 |
| Others | - | 1,264.08 | 0.02 | - | - | 1,264.10 |
| Disputed dues - MSME | - | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - | - |
| **Total** | **-** | **1,266.14** | **0.02** | **-** | **-** | **1,266.16** |

## 23 Other financial liabilities

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Current** | | |
| Interest accrued | 1.45 | 0.31 |
| Interest accrued on msme | 0.17 | - |
| Employee benefits payable | 146.52 | 99.63 |
| Capital creditors | 22.11 | 51.98 |
| Other expense payable | 60.43 | 34.98 |
| Dividend payable | 0.02 | - |
| **Total Other financial liabilities** | **230.70** | **186.90** |

## 24 Other current liabilities

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Statutory dues payable | 186.43 | 6.50 |
| Revenue received in advance | 70.69 | 98.89 |
| Advance from customers | 25.03 | 195.36 |
| **Total Other current liabilities** | **282.15** | **300.75** |

## 25 Provisions

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Current** | | |
| Provision for employee benefits | | |
| Provision for gratuity (refer note 39) | 4.64 | 3.99 |
| **Total Provisions** | **4.64** | **3.99** |

## 26 Current tax liabilities (net)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Provision for taxation, net of advance tax and TDS receivable | 17.10 | 8.85 |
| **Total Current tax liabilities (net)** | **17.10** | **8.85** |

# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## 27 Revenue from operations

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Sale of products | 10,975.45 | 7,064.96 |
| Sale of services | 455.36 | 175.72 |
| Other operating revenue* | 59.40 | 0.07 |
| **Total Revenue from operations** | **11,490.21** | **7,240.75** |

* Other operating revenue comprises of PLI incentive of ₹59.40 million recognised for the year ended March 2025 and an export incentive of ₹0.07 million recognised for the year ended March 2024

### Notes to revenue from contracts with customers:

### a) Timing of rendering of products and services - March 31, 2025

| Particulars | Performance obligation satisfied at point in time | Performance obligation satisfied over time | Total |
|---|---|---|---|
| Sale of products | 10,975.45 | - | 10,975.45 |
| Sale of services | - | 455.36 | 455.36 |
| **Total** | **10,975.45** | **455.36** | **11,430.81** |

**Timing of rendering of products and services - March 31, 2024**

| Particulars | Performance obligation satisfied at point in time | Performance obligation satisfied over time | Total |
|---|---|---|---|
| Sale of products | 7,064.96 | - | 7,064.96 |
| Sale of services | - | 175.72 | 175.72 |
| **Total** | **7,064.96** | **175.72** | **7,240.68** |

### b) Revenue by location of customers

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| India | 10,808.19 | 7,235.27 |
| Outside India | 622.62 | 5.41 |
| **Total revenue from contract with customers** | **11,430.81** | **7,240.68** |

### c) Reconciliation of revenue recognised in statement of profit and loss with contracted price

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Revenue as per contracted price | 11,430.81 | 7,240.68 |
| Less: adjustment on account of price variation | - | - |
| Less: Turnover discount | - | - |
| **Total** | **11,430.81** | **7,240.68** |





# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

### d) Contract Balances:

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Contract Assets** | | |
| Trade Receivables | 3,615.31 | 1,838.29 |
| Retention Money | 10.71 | 11.28 |
| **Contract Liabilities** | | |
| Advance from customers | 25.03 | 195.36 |
| Revenue received in advance | 73.70 | 107.89 |

A contract liabilities is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

### e) Revenue recognised in relation to Contract Liabilities

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Arising out of contract liabilities as at the beginning of the year | 291.65 | 103.11 |

### f) Unsatisfied performance obligation

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Total value of performance obligation of the Company remaining unsatisfied at the end of year with timelines within which it is expected to recognise revenue: | | |
| Within one year | 95.72 | 294.25 |
| More than one year | 3.01 | 9.00 |
| **Total** | **98.73** | **303.25** |

## 28 Other income

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **Other non-operating income** | | |
| Exchange difference fluctuation | 8.25 | 29.33 |
| Liabilities Written Back | 1.77 | 1.20 |
| Interest income on bank deposits | 72.71 | 80.56 |
| Interest income - others | 0.66 | 0.96 |
| Profit on Sale of Property, plant and equipment | 6.03 | 3.63 |
| Miscellaneous Income | 4.48 | 3.19 |
| **Total Other income** | **93.90** | **118.87** |

# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## 29 Cost of materials consumed

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Inventory at the beginning of the year | 874.22 | 461.06 |
| Add: Purchases | 9,907.16 | 6,051.28 |
| | **10,781.38** | **6,512.34** |
| Less: Inventory at the end of the year | 1,663.54 | 874.22 |
| **Cost of materials consumed** | **9,117.84** | **5,638.12** |

Note: Purchases includes all the direct cost incurred on raw material

## 30 Change in inventories of finished goods and work-in-progress

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Opening inventories | | |
| - Finished goods | 87.71 | 53.02 |
| - Work in progress | 184.64 | 26.66 |
| **Sub total** | **272.35** | **79.68** |
| Closing inventories | | |
| - Finished goods | 404.77 | 87.71 |
| - Work in progress | 160.02 | 184.64 |
| **Sub total** | **564.79** | **272.35** |
| **Change in inventories of finished goods and work-in-progress** | **(292.44)** | **(192.67)** |

## 31 Employee benefits expense

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Salaries and wages | 541.12 | 357.79 |
| Contribution to provident and other funds | 6.88 | 2.54 |
| Share-based payments to employees | 51.75 | 128.53 |
| Staff welfare expenses | 21.52 | 11.58 |
| **Total Employee benefits expense** | **621.27** | **500.44** |

## 32 Finance costs

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Interest on borrowings | 16.35 | 40.12 |
| Interest on lease liabilities | 6.81 | 5.93 |
| Interest on others | 4.57 | 9.69 |
| Other Borrowing Costs | 13.17 | 6.34 |
| **Total Finance costs** | **40.90** | **62.08** |





# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## 33 Depreciation and amortisation expenses

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Depreciation of tangible assets (refer note 3a) | 86.15 | 41.39 |
| Amortisation of intangible assets (refer note 4b) | 3.97 | 3.57 |
| Depreciation of Right-of-use assets (refer note 4a) | 23.31 | 17.56 |
| **Total Depreciation and amortisation expenses** | **113.43** | **62.52** |

## 34 Other expenses

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Rent Expenses | 4.87 | 3.18 |
| Rates & Taxes | 2.17 | 4.71 |
| Travelling and Conveyance expenses | 54.30 | 41.13 |
| Postage & Courier expenses | 33.59 | 24.13 |
| Packing & Forwarding Expenses | 1.61 | 1.07 |
| Utility Expenses | 21.62 | 14.10 |
| Office expenses | 27.95 | 17.33 |
| Legal and professional expenses | 90.51 | 35.79 |
| Technical Support Charges | 48.90 | 32.55 |
| Commission expenses | 22.13 | 10.13 |
| Payment to auditor (refer note no 35) | 3.69 | 2.06 |
| Sitting fees to non-executive independent directors | 4.93 | 2.73 |
| Charity & Donation | - | 0.10 |
| Repair & Maintenance Expenses | | |
| - Building | 1.76 | 1.15 |
| - Plant and machinery | 3.83 | 3.55 |
| - others | 8.87 | 8.56 |
| Business promotion expenses | 56.41 | 39.60 |
| Insurance Charges | 6.57 | 3.95 |
| Corporate Social Responsibility Expenditure (refer note no 47) | 12.99 | 7.03 |
| Customer Support Expenses | 20.85 | 3.48 |
| Bad debt Written off | 2.45 | 7.31 |
| EMD balance Written off | 0.22 | - |
| Provision for doubtful debts | 1.20 | 0.46 |
| Loss on discard of Property, plant and equipment | - | 1.18 |
| Miscellaneous Expense | 12.01 | 4.29 |
| **Total Other expenses** | **443.43** | **269.57** |

# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## 35 Payment to auditor (exclusive of taxes)*

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **As auditor:** | | |
| Audit fee | 1.60 | 1.10 |
| Limited review fee | 1.20 | 0.90 |
| **In other capacity** | | |
| Certification services | 0.74 | - |
| Reimbursement of expenses | 0.15 | 0.06 |
| **Total** | **3.69** | **2.06** |

*During the financial year ended March 31, 2025 the company has incurred ₹Nil (March 31, 2024: ₹3.56 million) towards service received from the auditors of the Company in relation to the proposed Initial Public Offering (IPO).

## 36 Income tax

The Company is subject to income tax in India on the basis of financial statements. Business loss can be carried forward for a maximum period of eight assessment years immediately succeeding the assessment year to which the loss pertains. Unabsorbed depreciation can be carried forward for an indefinite period.

Pursuant to the Taxation Law (Amendment) Ordinance, 2019 ('Ordinance') issued by Ministry of Law and Justice (Legislative Department) on September 20, 2019 which is effective from April 01, 2019, domestic companies have the option to pay income tax at 22% plus applicable surcharge and cess ('new tax regime') subject to certain conditions. The Company based on the current projections has chosen to adopt the reduced rates of tax as per the Income Tax Act, 1961 from the financial year 2019-20 and accordingly the Company has accounted deferred tax based on the reduced applicable tax rates.

### Tax expenses

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **Income tax recognised in Profit & Loss Account** | | |
| Current tax | 400.55 | 256.65 |
| Adjustment of tax relating to earlier period | 1.50 | 0.50 |
| Deferred tax expense / (credit) | (7.12) | 3.38 |
| **Income tax recognised in other comprehensive income** | | |
| Deferred tax expense/(credit) on items of OCI | 0.05 | (5.89) |
| **Total taxes** | **394.98** | **254.64** |

### Reconciliation of taxes to the amount computed by applying the statutory income tax rate to the income before taxes is summarised below:

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Profit before taxes | 1,539.68 | 1,019.56 |
| Applicable tax rates in India | 25.17% | 25.17% |
| Computed tax charge | 387.51 | 256.60 |
| Adjustment of tax relating to earlier period | 1.50 | 0.50 |
| Non-deductible expense | 38.56 | 19.35 |
| Allowable Expenses | (26.51) | (18.80) |
| Other Adjustments | (6.08) | (3.01) |
| **Total Tax expenses** | **394.98** | **254.64** |
| **Total income tax expense recognised in Profit and Loss** | **394.98** | **254.64** |





# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## 37 Earnings per share ('EPS')

Basic EPS amounts are calculated by dividing the profit / loss for the year attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Face value of equity shares (₹per share) | 2.00 | 2.00 |
| Profit attributable to equity shareholders (A) | 1,144.75 | 759.03 |
| **Weighted Average number of Equity Shares at the beginning of the year** | **5,63,65,868** | **5,09,23,980** |
| Weighted average number of Shares issued during the year | 1,63,606 | 36,45,229 |
| **Weighted Average number of Equity Shares used as denominator in calculating Basic Earnings Per Share (B)** | **5,65,29,474** | **5,45,69,209** |
| **EPS - basic (A/B) (₹)** | **20.25** | **13.91** |
| Weighted Average number of Equity Shares used as denominator in calculating Basic Earnings Per Share | 5,65,29,474 | 5,45,69,209 |
| Effect of dilutive common equivalent shares - share options outstanding | 16,584 | 1,08,199 |
| **Weighted average number of equity shares and common equivalent shares outstanding (C)** | **5,65,46,058** | **5,46,77,408** |
| **EPS - diluted (A/C) (₹)** | **20.24** | **13.88** |

## 38 Related party transactions

### a) Names of related parties and description of relationship

| Description of relationship (where transaction have taken place) | Name of related parties |
|---|---|
| **Subsidiary Companies** | 1) Netweb Foundation (a Section 8 Company) |
| **Enterprises where key managerial personnel or their relatives exercise significant influence** | 1) Ashoka Bajaj Automobiles LLP (Formerly Ashoka Bajaj Automobiles Private Limited) |
| **Key managerial personnel** | 1) Sanjay Lodha, (Director) |
| | 2) Navin Lodha, (Director) |
| | 3) Niraj Lodha, (Director) |
| | 4) Vivek Lodha, (Director) |
| | 5) Prawal Jain (Chief Financial Officer upto 14/11/2024) |
| | 6) Ankit Kumar Singhal (Chief Financial Officer from 15/11/2024) |
| | 7) Lohit Chhabra (Company Secretary) |
| **Independent Directors** | |
| | 1) Mrutyunjay Mahapatra |
| | 2) Vikas Modi |
| | 3) Romi Jatta |
| | 4) Jasjeet Singh Bagla |

# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## b) Summary of transactions and outstanding balances with above related parties are as follows

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **1) Summary of transactions during the year** | | |
| **i) Remuneration to key managerial personnel*** | | |
| **Key managerial personnel** | | |
| Sanjay Lodha | 23.79 | 20.62 |
| Navin Lodha | 17.48 | 15.63 |
| Niraj Lodha | 17.48 | 15.63 |
| Vivek Lodha | 17.48 | 15.63 |
| Prawal Jain | 7.38 | 7.98 |
| Ankit Kumar Singhal | 1.64 | - |
| Lohit Chhabra | 1.89 | 1.54 |
| *The remuneration to the key managerial personnel does not include the provisions made for gratuity, as they are determined on an actuarial basis for the Company as a whole. | | |
| **ii) Share-based payments to employees** | | |
| Key managerial personnel | | |
| Prawal Jain | - | 3.83 |
| Ankit Kumar Singhal | 0.09 | - |
| Lohit Chhabra | 0.23 | 0.52 |
| **iii) Shares issued** | | |
| Key managerial personnel | | |
| Prawal Jain | - | 0.02 |
| Lohit Chhabra* | 0.00 | 0.00 |
| *absolute amount₹2,448.00 | | |
| **iv) Sitting fee to Independent directors*** | | |
| Mrutyunjay Mahapatra | 1.20 | 1.40 |
| Vikas Modi | 1.50 | 1.78 |
| Romi Jatta | 1.13 | 1.23 |
| Jasjeet Singh Bagla | 1.10 | 0.90 |
| *adjusted with securities premium ₹2.58 million during the year ended March 31, 2024 | | |
| **v) Loan repayment** | | |
| Sanjay Lodha | - | 6.19 |
| Niraj Lodha | - | 4.27 |
| Ashoka Bajaj Automobiles LLP (Formerly Ashoka Bajaj Automobiles Private Limited) | - | 4.39 |
| **vi) Interest Expense** | | |
| Sanjay Lodha | - | 0.21 |
| Niraj Lodha | - | 0.15 |
| **vii) Contribution to CSR (refer Note 47)** | | |
| Netweb Foundation | - | 1.95 |





# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **2) Outstanding balances as at the year ended:** | | |
| **i) Current financial liabilities - Remuneration payable to key managerial personnel and their relatives** | | |
| Key managerial personnel and their relatives | | |
| Sanjay Lodha | 8.10 | 6.59 |
| Navin Lodha | 6.33 | 4.00 |
| Niraj Lodha | 6.29 | 4.12 |
| Vivek Lodha | 5.74 | 4.14 |
| Prawal Jain | - | 0.33 |
| Ankit Kumar Singhal | 0.34 | - |
| Lohit Chhabra | 0.11 | 0.11 |

## 39 Gratuity and other post-employment benefits plans

### a) Defined contribution plan

The Company's contribution to provident fund and other funds are considered as defined contribution plans. The contributions are charged to the statement of profit and loss as they accrue. Contributions to provident fund and other funds included in employee benefits expense (refer note 31) are as under:

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Contribution to provident and other funds | 6.88 | 2.54 |

### b) Defined benefit plans

The Company has a defined benefit gratuity plan. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, every employee who has completed five years or more of service gets gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The level of benefits provided depends on the member's length of service and salary at retirement age. The Gratuity plan is unfunded.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and amounts recognised in the balance sheet for gratuity benefit:

#### i. Net benefit expenses (recognised in the statement of profit and loss)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Current service cost | 7.53 | 5.60 |
| Interest cost on defined benefit obligation | 2.11 | 1.23 |
| Past service cost, including losses/(gains) on curtailment | - | (16.99) |
| **Net benefit expenses** | **9.64** | **(10.16)** |

#### ii. Remeasurement (gains)/ loss recognised in other comprehensive income:

| Particulars | For the year ended 31 march 2025 | For the year ended 31 march 2024 |
|---|---|---|
| Actuarial (gain)/ loss on obligations arising from changes in experience adjustments | (1.29) | 23.07 |
| Actuarial (gain)/ loss on obligations arising from changes in financial assumptions | 1.10 | 0.33 |
| **Actuarial (gain)/ loss recognised in OCI** | **(0.19)** | **23.40** |

# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

### iii Net defined benefit asset/ (liability)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Defined benefit obligation | (38.54) | (29.77) |
| **Asset / (liability) recognised in the balance sheet** | **(38.54)** | **(29.77)** |

### iv Changes in the present value of the defined benefit obligation are as follows:

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Opening defined benefit obligation | 29.77 | 16.89 |
| Current service cost | 7.53 | 5.60 |
| Benefits paid | (0.68) | (0.36) |
| Interest cost on the defined benefit obligation | 2.11 | 1.23 |
| Actuarial (gain)/ loss on obligations arising from changes in experience adjustments | (1.29) | 23.07 |
| Actuarial (gain)/ loss on obligations arising from changes in demographic adjustments | - | - |
| Actuarial (gain)/ loss on obligations arising from changes in financial assumptions | 1.10 | 0.33 |
| Past service cost, including losses/(gains) on curtailment | - | (16.99) |
| **Closing defined benefit obligation** | **38.54** | **29.77** |

### v The following pay-outs are expected in future years:

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Within the next 12 months | 4.79 | 4.12 |
| Between 1 and 2 years | 4.63 | 3.76 |
| Between 2 and 3 years | 4.57 | 3.60 |
| Between 3 and 4 years | 4.98 | 3.50 |
| Between 4 and 5 years | 4.21 | 3.81 |
| Beyond 5 years | 38.62 | 30.03 |

### vi. The principal assumptions used in determining gratuity obligations for the Company's plan are shown below

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Discount rate (in %) | 6.60% | 7.10% |
| Salary escalation rate (in %) | 10.00% | 10.00% |
| Employee Turnover/ Withdrawal Rate | 15.00% | 15.00% |
| Retirement age | 60 | 60 |
| Mortality Rate * | IALM 2012-14 ult | IALM 2012-14 ult |
| Method used | Projected unit credit method | Projected unit credit method |

* Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics (i.e. IALM 2012-14 Ultimate). These assumptions translate into an average life expectancy in years at retirement age





# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

**Risk Exposure**

***i) Plan Characteristics and Associated Risks:***

The Gratuity scheme is a Defined Benefit Plan that provides for a lump sum payment made on exit either by way of retirement, death or disability. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The Plan design means the risks commonly affecting the liabilities and the financial results are expected to be:"

a) **Discount rate risk:** The discount rate is generally based upon the market yields available on Government bonds at the accounting date relevant to currency of benefit payments for a term that matches the liabilities.

b) **Salary Growth risk:** Salary growth rate is enterprise's long term best estimate as to salary increases & takes account of inflation, seniority, promotion, business plan, HR policy and other relevant factors on long term basis.

c) **Demographic risks:** Attrition rates are the enterprise's best estimate of employee turnover in future determined considering factors such as nature of business & industry, retention policy, demand & supply in employment market, standing of The Enterprise, business plan, HR Policy etc.

### vii. A quantitative sensitivity analysis for significant assumption is as shown below:

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Discount rate** | | |
| Decrease in Defined benefit obligation due to 1% increase in discount rate | 2.14 | 1.59 |
| Increase in Defined benefit obligation due to 1% decrease in discount rate | 2.40 | 1.78 |
| **Salary escalation rate** | | |
| Increase in Defined benefit obligation due to 1% increase in Expected Salary Escalation rate | 1.78 | 1.31 |
| Decrease in Defined benefit obligation due to 1% decrease in Expected Salary Escalation rate. | 1.66 | 1.23 |

The above sensitivity analysis are based on a change in an assumption while holding all others assumptions constant. In the event of change in more than one assumption, the impact would be different than the stated above. The methods and any types of assumptions used in preparing the sensitivity analysis did not change compared to prior period.

## 40 Segment reporting

Segments are identified in line with Ind AS-108, "Operating Segment" [specified under the section 133 of the Companies Act 2013 (the Act)] read with Companies (Indian Accounting Standards) Rule 2015 (as amended from time to time) and other relevant provision of the Act, taking into consideration the internal organisation and management structure as well as differential risk and return of the segment. Based on above, as the company is engaged in the business of manufacturing and sale of computer servers and there is other operating revenue in the form of AMC and related services. Accordingly, the Company has identified "Computer server" as the only primary reportable segment. The Company does not have any geographical segment as the Company mainly operates from single geographical location, primarily within India and the volume of exports is not significant. Hence no separate disclosures are provided in these financial statements.

**Non-current assets by geographical area**

All non current assets of the Company are located in India

**Information about major customers**

There are two customers (March 31, 2024: Two customers) which amounts to 10% or more of the Company's revenue.

# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## 41 Leases

### a) Leases

### I. Company as a lessee

The Company has lease contracts for office facilities. The lease term of the office facilities is generally 1 - 9 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets.

The Company also has certain leases of office facilities and office Equipment's with low value or tenure less than 1 year. The Company applies the 'lease of low-value assets'/ 'short term lease 'recognition exemptions for these leases.

The Company has lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

**The carrying amounts of right-of-use assets recognised and the movements during the year is as follows**

| Gross block | Buildings | Total |
|---|---|---|
| **As at April 01, 2023** | **61.32** | **61.32** |
| Additions | 43.10 | 43.10 |
| Deduction | (1.86) | (1.86) |
| **As at March 31, 2024** | **102.56** | **102.56** |
| Additions | 8.23 | 8.23 |
| Deduction | (0.48) | (0.48) |
| **As at March 31, 2025** | **110.31** | **110.31** |
| Accumulated depreciation | | |
| **As at April 01, 2023** | **11.86** | **11.86** |
| Charge for the year | 17.56 | 17.56 |
| Deduction | (1.86) | (1.86) |
| **As at March 31, 2024** | **27.56** | **27.56** |
| Charge for the year | 23.31 | 23.31 |
| Deduction | (0.48) | (0.48) |
| **As at March 31, 2025** | **50.39** | **50.39** |
| **Net carrying value** | | |
| **As at March 31, 2024** | **75.00** | **75.00** |
| **As at March 31, 2025** | **59.92** | **59.92** |





# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

**The carrying amounts of liabilities recognised and the movements during the year is as follows:**

| Particulars | Amount |
|---|---|
| **As at April 01, 2023** | **52.05** |
| Add: Additions during the year | 41.76 |
| Add: Amounts recognised in statement of profit and loss as interest expense | 5.93 |
| Less: Payment of lease liabilities* | 20.30 |
| **As at March 31, 2024** | **79.44** |
| Add: Additions during the year | 8.13 |
| Add: Amounts recognised in statement of profit and loss as interest expense | 6.81 |
| Less: Amounts recognised in statement of profit and loss as rent concession | 0.14 |
| Less: Payment of lease liabilities* | 27.47 |
| **As at March 31, 2025** | **66.77** |

*excludes other payment related to lease liabilities (financing activities).

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Current | 19.97 | 19.46 |
| Non Current | 46.80 | 59.98 |
| The maturity analysis of lease liabilities are disclosed in note 45(3) | | |
| The effective interest rate for lease liabilities is 9.25%. | | |

**The following are the contractual maturities of lease liabilities on an undiscounted basis**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Less than one years | 25.10 | 25.80 |
| One to five years | 51.32 | 68.73 |
| More than five years | 0.38 | - |
| **Total undiscounted lease liabilities** | **76.80** | **94.53** |
| Impact of discounting | (10.03) | (15.09) |
| Lease Liabilities included in the balance sheet | 66.77 | 79.44 |

**The following are the amounts recognised in profit or loss:**

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Depreciation expense of right-of-use assets (Refer Note 33) | 23.31 | 17.56 |
| Interest expense on lease liabilities (Refer Note 32) | 6.81 | 5.93 |
| Income relating to rent concession (included in miscellaneous income) (Refer Note 28) | (0.14) | - |
| Expense relating to leases of low-value assets / short term leases (included in other expenses) (refer note 34) | 4.87 | 3.18 |
| **Total amount recognised in profit or loss** | **34.85** | **26.67** |

# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

**- Total Cash outflow during the year**

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| • Payments for the principal portion of the lease liability (Financing Activities) | 20.66 | 14.37 |
| • Payments for the interest portion of the lease liability (Financing Activities) | 6.81 | 5.93 |
| • Short-term lease payments, payments for leases of low-value assets and variable lease payments not included in the measurement of the lease liability (Operating Activities) | 4.87 | 3.18 |
| • Other Payment related to leases (Financing Activities) | - | 0.56 |

## 42 Commitments and contingencies

### (i) Capital commitments

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) | 4.62 | 42.61 |

### (ii) Contingent liabilities

In the ordinary course of business, the Company faces claims and assertions by various parties. The Company assesses such claims and assertions and monitors the legal environment on an ongoing basis with the assistance of external legal counsel, wherever necessary. The Company records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosure in the financial statements but does not record a liability in its accounts unless the loss becomes probable.

The following is a description of claims and assertions where a potential loss is possible, but not probable. The Company believes that none of the contingencies described below would have a material adverse effect on the Company's financial condition, results of operations or cash flows.

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Claims against the company not acknowledged as debt | | |
| Income Tax | 9.91 | - |
| Custom | 10.59 | - |
| Sales Tax, Value added tax, CST and GST | - | 0.51 |
| Bank guarantees | 817.00 | 520.52 |
| **Total** | **837.51** | **521.03** |

## 43 Capital Management

The Company's capital management is intended to maximise the return to shareholders for meeting the long-term and short-term goals of the Company through the optimisation of the debt and equity balance.

The Company determines the amount of capital required on the basis of annual and long-term operating plans and strategic investment plans. The funding requirements are met through equity and long-term/short-term borrowings. The Company monitors the capital structure on the basis of Net debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

For the purpose of capital management, capital includes issued equity capital, securities premium and all other reserves attributable to the equity shareholders of the Company.

Net debt includes all long and short-term borrowings as reduced by cash and cash equivalents.





# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

The following table summarises the capital of the Company:

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Debt* | 79.49 | 95.73 |
| Cash and cash equivalents | 1,700.83 | 896.75 |
| **Net debt** | **(1,621.34)** | **(801.02)** |
| Equity** | 5,303.32 | 4,227.52 |
| **Total capital (Net Debt and Equity)** | **3,681.98** | **3,426.50** |
| **Net debt to equity ratio** | **(0.31)** | **(0.19)** |

*Debt is defined as long-term, short-term borrowings and lease liabilities.

** Equity includes all capital and reserves of the Company.

## 44 Fair Values

### a) Financial Instruments by category

#### As at March 31, 2025

| Particulars | FVTPL/ FVTOCI | Amortised cost |
|---|---|---|
| **Financial assets** | | |
| (i) Trade receivables | - | 3,615.31 |
| (ii) Cash and cash equivalents | - | 1,700.83 |
| (iii) Bank balances other than cash and cash equivalents | - | 94.48 |
| (iv) Other financial assets | - | 87.70 |
| **Total** | **-** | **5,498.32** |
| **Financial liabilities** | | |
| (i) Borrowings | - | 12.72 |
| (ii) Lease Liabilities | - | 66.77 |
| (iii) Trade payables | - | 2,979.29 |
| (iv) Other financial liabilities | - | 230.70 |
| **Total** | **-** | **3,289.48** |

#### As at March 31, 2024

| Particulars | FVTPL/ FVTOCI | Amortised cost |
|---|---|---|
| **Financial assets** | | |
| (i) Trade receivables | - | 1,838.29 |
| (ii) Cash and cash equivalents | - | 896.75 |
| (iii) Bank balances other than cash and cash equivalents | - | 1,319.39 |
| (iv) Other financial assets | - | 120.90 |
| **Total** | **-** | **4,175.33** |
| **Financial liabilities** | | |
| (i) Borrowings | - | 16.29 |
| (ii) Lease Liabilities | - | 79.44 |
| (iii) Trade payables | - | 1,266.16 |
| (iv) Other financial liabilities | - | 186.90 |
| Total | **-** | **1,548.79** |

# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

### b) Fair value hierarchy

All financial assets and liabilities for which fair value is measured in the financial statements are categorised within the fair value hierarchy, described as follows: -

Level 1 - Quoted prices in active markets

Level 2 - Inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly.

Level 3 - Inputs that are not based on observable market data

There are no Assets or Liabilities which are required to be measured at FVTPL/FVTOCI. Accordingly no disclosure required for Fair value hierarchy.

There are no transfers between level 1, level 2 and level 3 during the year.

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

## 45 Financial risk management objectives and policies

The Company's activities are exposed to a variety of financial risks from its operations. The key financial risks include market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk.

The Company's senior management oversees the management of these risks. The management is responsible for formulating an appropriate financial risk governance framework for the Company and for periodically reviewing the same. The senior management ensures that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

| Risk | Exposure arising from | Measurement | Management |
|---|---|---|---|
| Market risk-interest rate | Borrowings | Sensitivity analysis | Mix of borrowings with fixed and floating interest rates |
| Market risk-foreign exchange | Recognised financial liabilities not denominated in ₹ | Sensitivity analysis | Foreign currency exposure is unhedged |
| Credit risk | Financial assets measured at amortised costs | Ageing analysis | Credit limits |
| Liquidity risk | Borrowings and other liabilities | Cash flow forecasting | Availability of committed credit lines and borrowing facilities |

### (1) Market risk

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

### (i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.






# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)


### (a) Interest rate risk exposure

The exposure of the Company's borrowings to interest rate changes at the end of the reporting year are as follows:

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Fixed rate borrowings** | | |
| Long term borrowings (including current maturities) | 12.72 | 16.29 |
| Short term borrowings | - | - |
| **Variable rate borrowings** | | |
| Long term borrowings (including current maturities) | - | - |
| Short term borrowings | - | - |
| **Total borrowings** | **12.72** | **16.29** |

### (b) Sensitivity

A 50 basis point increase or decrease is used, which represents management's assessment of the reasonably possible change in interest rate.

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Variable Cost Borrowings at the year end | - | - |

In case of fluctuation in interest rates by 50 basis points and all other variables were held constant, the profit before tax for the year from continuing operations would increase or decrease as follows:

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Impact on profit before tax for the year end. | - | - |

### c) Market risk- Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

***Foreign currency sensitivity***

| Particulars | Change in currency | Effect on profit before tax | |
|---|---|---|---|
| | | Strengthening | Weakening |
| **As at March 31, 2025** | | | |
| USD | 5% | (53.57) | 53.57 |
| **As at March 31, 2024** | | | |
| USD | 5% | (18.73) | 18.73 |

### (2) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Financial instruments that are subject to credit risk and concentration thereof principally consist of trade receivables.

Customer credit risk is managed by Company's established policy, procedures and control relating to customer credit risk management. An impairment analysis is performed at each reporting date on an individual basis for major customers. The Company does not hold collateral as security. Further, trade receivables contribution to approximately 90% to 94% of the customers of the Company are due for less than 180 days during each reporting period. The company majorly deals with government authorities and agencies which further reduces the credit risk of the company.

# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

With respect to Trade receivables, the Company has constituted the terms to review the receivables on periodic basis and to take necessary mitigations, wherever required. The Company creates allowance for all unsecured receivables based on lifetime expected credit loss based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix.

### The following table summarises the changes in the loss allowance measured using ECL:

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Opening balance | 0.77 | 0.30 |
| Amount provided/ (reversed) during the year | 1.20 | 0.47 |
| Amount utilised during the year | - | - |
| **Closing provision** | **1.97** | **0.77** |

Credit risk on cash and cash equivalent and bank balances is not significant as it majorly includes deposits with bank.

### (3) Liquidity risk

Liquidity risk is the risk, where the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

The table below summarises the maturity profile of company's financial liabilities based on contractual payments:-

| Particulars | 0 - 1 years | 1 to 5 years | > 5 years | Total |
|---|---|---|---|---|
| **March 31, 2025** | | | | |
| Borrowings | 2.47 | 10.25 | - | 12.72 |
| Lease liabilities | 19.97 | 46.42 | 0.38 | 66.77 |
| Trade payables | 2,979.29 | - | - | 2,979.29 |
| Other financial liabilities | 230.70 | - | - | 230.70 |
| **March 31, 2024** | | | | |
| Borrowings | 3.57 | 12.72 | - | 16.29 |
| Lease liabilities | 19.46 | 59.98 | - | 79.44 |
| Trade payables | 1,266.16 | - | - | 1,266.16 |
| Other financial liabilities | 186.90 | - | - | 186.90 |

## 46 Ratios

| Sl. no | Particulars | Numerator | Denominator | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|---|
| 1 | Current ratio | Current assets | Current liabilities | 2.33 | 3.13 |
| | % change from previous year | | | (25.56%) | |
| | Reason for change more than 25% | | | Change due to increase in Trade Payable. | |
| 2 | Debt-equity ratio | Borrowings and lease liabilities | Equity | 0.01 | 0.02 |
| | % change from previous year | | | (50.00%) | |
| | Reason for change more than 25% | | | Change due to repayments of debt and Increase in total equity. | |





# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

| Sl. no | Particulars | Numerator | Denominator | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|---|
| 3 | Debt service coverage ratio | Profit after tax plus finance costs, depreciation and amortisation expense | Repayment of long term borrowings and lease liabilities (excluding prepayments) and finance costs | 19.91 | 4.65 |
| | % change from previous year | | | 328.17% | |
| | Reason for change more than 25% | | | Change due to reduction in debt service obligation. | |
| 4 | Return on equity (ROE) | Profit after tax | Average equity | 24.02% | 29.40% |
| | % change from previous year | | | (18.30%) | |
| 5 | Inventory turnover ratio | Revenue from operations | Average inventories | 6.81 | 8.58 |
| | % change from previous year | | | (20.63%) | |
| 6 | Trade receivable turnover ratio | Revenue from operations | Average trade receivables | 4.21 | 4.32 |
| | % change from previous year | | | (2.55%) | |
| 7 | Trade Payable turnover ratio | Purchases of goods and services | Average trade payables | 4.67 | 5.26 |
| | % change from previous year | | | (11.22%) | |
| 8 | Net capital turnover ratio | Revenue from operations | working capital (i.e. current assets less current liabilities) | 2.44 | 1.90 |
| | % change from previous year | | | 28.42% | |
| | Reason for change more than 25% | | | Change due to increase in Revenue. | |
| 9 | Net profit ratio | Profit after tax | Revenue from operations | 9.96% | 10.48% |
| | % change from previous year | | | (4.96%) | |
| 10 | Return on capital employed (ROCE) | Earnings before interest and taxes | Capital employed (i.e. equity, borrowings, lease liabilities and deferred tax liabilities) | 29.36% | 25.02% |
| | % change from previous year | | | 17.35% | |
| 11 | Return on investment (other than subsidiaries) (%) | Income generated from invested funds | Average investment | 10.29% | 6.11% |
| | % change from previous year | | | 68.41% | |
| | Reason for change more than 25% | | | Change is attributable to the maturity proceeds of fixed deposits from the previous year and lower investments as of the reporting date | |

# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## 47 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are specified in Schedule VII of the Companies Act, 2013. The Details of current and brought forward CSR obligations are detailed as below:-

| a) Detail of CSR expenditure | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Gross amount required to be spent by the Company | 12.99 | 6.89 |
| Amount approved by the Board to be spent during the year | 12.99 | 6.89 |
| Unspent obligation in relation to Other than Ongoing Projects of Previous Year | - | 0.50 |
| **Total amount required to be spent during the year** | **12.99** | **7.39** |
| **Amount contributed / spent during the year on:** | | |
| **A) Other than On-going Projects:** | | |
| Educational Purpose | 10.09 | 5.08 |
| Healthcare | 1.50 | - |
| Others | 1.30 | - |
| **Total (A)** | **12.89** | **5.08** |
| **Contribution to Netweb Foundation (Implementing Agency):** | | |
| Educational Purpose | - | - |
| Healthcare | - | 1.95 |
| **Total (B)** | **-** | **1.95** |
| **Total (A+B)** | **12.89** | **7.03** |
| **Accrual towards unspent obligation in relation to** | | |
| Other than On-going Projects: | 0.10 | - |
| **Total** | **0.10** | **-** |

The Company has transferred an amount of ₹Nil (2023-24: ₹1.95 million) to Netweb Foundation out of which ₹Nil (2023-24: ₹1.95 million) has been spent during the year.

### b) Details of CSR expenditure under Section 135(5) of the Act in respect of unspent amount other than ongoing projects:

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Opening Balance | - | 0.50 |
| Amount deposited in Specified Fund of Sch. VII within 6 months | - | 0.50 |
| Amount required to be spent during the year | 12.99 | 6.89 |
| Amount spent during the year | 12.89 | 7.03 |
| **Closing Balance*** | **0.10** | **(0.14)** |

*The excess amount spent on CSR for the financial year ended March 31, 2024 has not been carried forward for set-off against CSR obligations in subsequent years. Further₹0.10 million pertaining to the year ended March 31, 2025 has been Deposited in PM Cares Fund on April 29, 2025 and May 01, 2025 respectively.

**c)** In terms of Ind AS 24, the Company has made contribution of ₹Nil (2023-24: ₹1.95 million) for CSR expenditure to Netweb Foundation during the year (refer Note no.38)





# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## 48 Unhedged foreign currency exposure

| Particulars | Currency | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|
| | | Foreign Currency | ₹ | Foreign Currency | ₹ |
| Trade Payable | USD | 12.64 | 1,081.99 | 4.49 | 374.64 |
| Trade Receivable | USD | 0.08 | 6.56 | - | - |
| EEFC Bank Account | USD | 0.05 | 4.00 | - | - |

## 49 Other Statutory Information

**(i)** The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

**(ii)** The Company did not have any material transaction with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the respective reported financial year.

**(iii)** The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period

**(iv)** The Company has not traded or invested in Crypto currency or Virtual Currency.

**(v)** The Company has not advanced or loaned or invested funds to any other person(s) or entity(s), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

**(vi)** The Company has not received any fund from any person(s) or entity(s), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

### (vii) Details of IPO Proceeds

The Company received an amount of ₹1,940.24 million (net of estimated IPO expense of ₹119.76 million) via fresh issue of 41,20,000 equity shares through Initial Public Offering (IPO). The Company's equity shares were listed on the National Stock Exchange (NSE) and on the BSE Limited (BSE) on the July 27, 2023. The utilisation of net IPO proceeds is summarised below:

| Object of the issue as per Prospectus | Amount to be utilised as per prospectus | Revised* | Utilised upto March 31, 2025 | Unutilised amount as on March 31, 2025 |
|---|---|---|---|---|
| Funding Capital Expenditure requirements - Civil construction of the building for the SMT line and interior development | 90.00 | 73.12 | 73.12 | - |
| Funding Capital Expenditure requirements - Purchase of equipment/machineries for new SMT production line | 232.86 | 136.60 | 136.60 | - |
| Funding long term working capital requirements | 1,280.22 | 1,280.22 | 1,280.22 | - |
| Repayment or pre-payment, in full or in part, of certain of outstanding | 225.00 | 225.00 | 225.00 | - |
| General Corporate Purposes (GCP) | 112.16 | 225.30 | 225.30 | - |

# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

The Unutilised amount ₹113.14 million of IPO Proceeds under "Funding our Capital Expenditure requirements" Category has been transferred to "General Corporate Purposes" category vide board resolution dated March 24, 2025. Further such transfer is within allowable limits (i.e. 25% of gross proceeds) as mentioned in offer document.

### (viii) Details of IPO Expense

The Company has estimated ₹365.67 million as IPO related expenses and allocated such expenses between the Company and Selling Shareholders based on an agreement between the Company and Selling Shareholders and in proportion to the total proceeds raised of ₹6,310 million, amounting to ₹119.76 million and ₹245.91 million respectively. The Company's share of expenses of ₹105.24 million (net of GST benefits) incurred till March 31, 2025 has been adjusted against Securities Premium.

### (ix) Details of pre IPO Proceeds and Expense

The Company received ₹479.15 million (net of pre IPO expenses incurred of ₹30.85 million) from certain institutional investors towards proceeds out of fresh issue of equity shares raised through pre IPO placement of shares. Accordingly, an amount of ₹27.74 million (net of GST benefit) has been adjusted against Securities Premium.

**(x)** The company does not have any unrecorded transactions which have been surrendered or disclosed as Income during the year in the tax assessment under the Income Tax Act, 1961.

**(xi)** The company is not declared wilful defaulter by any bank, financial institution or lender.

**(xii)** During the year, no scheme of arrangements in relation to the company has been approved by the competent authority in terms of Section 232 to 237 of the Companies Act,2013. Accordingly, this clause is not applicable to the company.

## 50 Production Linked Incentives

Netweb Technologies India Limited has been awarded Production Linked Incentive (PLI) Scheme for IT hardware (eligible product -Servers) vide approval letter no. IFCI/CASD/MeitY/PLI-ITHW-210701024 dated July 01, 2021 under the PLI Scheme introduced by the Government of India vide gazetted Notification no. CG-DL-E-03032021-225613 dated March 03, 2021 and the PLI Guidelines issued thereunder, as amended from time to time. Now the company has shifted to PLI- 2.0 for IT Hardware notified vide Gazette Notification No. CG-DL-E-30052023-246165 dated May 29, 2023, vide approval letter dated IFCI/Meity/PLI-ITHW-231124033 dated November 24, 2023. Under the new scheme the company is eligible to get a certain percentage of their sales of eligible products as incentive and is valid from Financial Year 2023-24 (July to March) to 2028-29 (April to June). The company had achieved threshold limits of both investment & sales as prescribed under the scheme for 1st Year & 2nd year i.e. FY 21-22 and FY 23-24, and has successfully claimed and received the incentive amount of ₹38.99 Million on date January 23, 2024 and ₹59.40 million on date April 02, 2025 from Meity. The company will also be filing claim for 3rd year ie. FY 2024-25.





# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## 51 Disclosure on Employees Stock Options Scheme

### a) ESOP Policy

Equity share-based payments to employees and other providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based payments transactions are set out in notes to accounts.

The fair value determined at the grant date of the equity-settled share based payments is expensed on straight-line basis over the vesting period, based on the company's estimate of equity instrument that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of original estimates, if any, is recognised in the Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Option Outstanding Account.

### b) ESOP Disclosure

**Details of scheme:**

The Company adopted the ESOP Scheme "Netweb- Employee Stock Option Plan 2023" pursuant to resolutions passed by Board of Directors of the Company at their meeting held on December 24, 2022 and by Shareholders of the Company at their meeting held on January 09, 2023 and as amended by the Board of Directors of the Company at their meeting held on February 20, 2023 and approved by the Shareholders of the Company at their meeting held on February 23, 2023. The Plan has been made effective from January 21, 2023.

The Plan provides for grant of stock options, wherein one stock option would entitle the holder of the option a right to apply for one equity share of the company upon fulfilment of vesting conditions prescribed in the Plan.

The following stock options were granted to eligible employees under the Netweb Employee Stock Option Plan 2023:

a) Grant on January 31, 2023 (Financial Year 2022–23):

Stock options were granted to eligible employees and Key Managerial Personnel. These options shall vest over a period of 3 years, with an equal number of options vesting each year from the date of grant. The vested options may be exercised within the prescribed exercise period. The exercise price for these options is ₹2 per option.

b) Grant on January 18, 2025 (Financial Year 2024–25):

A fresh grant of stock options was made to eligible employees and Key Managerial Personnel. These options shall vest over a period ranging from 1-2 years from the grant date, with equal number of options vesting at each interval. The vested options may be exercised within the stipulated exercise period. The exercise price for this grant is ₹2 per option

**The details of grants approved for employees of the Company in accordance with the Employee Stock Option Scheme:**

| Tranches | Grant Date | Exercise Price | Options granted | Options vested and exercisable | Options unvested | Options exercised | Options cancelled | Options outstanding | Estimated Fair Value of each Option granted |
|---|---|---|---|---|---|---|---|---|---|
| Tranche- I | 31-Jan-23 | 2 | 3,01,824 | 3,01,824 | - | 3,01,824 | - | - | 254.80 |
| Tranche- II | 31-Jan-23 | 2 | 3,01,824 | 2,87,064 | - | 2,87,064 | 14,760 | - | 254.80 |
| Tranche- III | 31-Jan-23 | 2 | 3,01,824 | - | 2,87,064 | - | 14,760 | 2,87,064 | 254.80 |
| Tranche- I | 18-Jan-25 | 2 | 1,645 | - | 1,645 | - | - | 1,645 | 813.51 |
| Tranche- II | 18-Jan-25 | 2 | 1,645 | - | 1,645 | - | - | 1,645 | 813.51 |
| Tranche- III | 18-Jan-25 | 2 | 1,645 | - | 1,645 | - | - | 1,645 | 813.51 |

# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

**Following table depicts range of exercise prices and weighted average remaining contractual life:**

**2024-25**

| Total for all grants | No. of options | Range of exercise price (In ₹) | Weighted average exercise price (In ₹) | Weighted average remaining contractual life (years) |
|---|---|---|---|---|
| Outstanding at the beginning of the year | 6,04,584 | 2.00 | 2.00 | 1.34 |
| Granted during the year | 4,935 | 2.00 | 2.00 | 1.54 |
| Cancelled during the year | 29,520 | 2.00 | 2.00 | - |
| Expired during the year | - | - | - | - |
| Exercised during the year | 2,88,000 | 2.00 | 2.00 | - |
| Outstanding at the end of the year | 2,91,999 | 2.00 | 2.00 | 0.85 |
| Exercisable at the end of the year | - | - | - | - |

**2023-24**

| Total for all grants | No. of options | Range of exercise price (In ₹) | Weighted average exercise price (In ₹) | Weighted average remaining contractual life (years) |
|---|---|---|---|---|
| Outstanding at the beginning of the year | 9,05,472 | 2.00 | 2.00 | 1.84 |
| Granted during the year | - | - | - | - |
| Cancelled during the year | - | - | - | - |
| Expired during the year | - | - | - | - |
| Exercised during the year | 3,00,888 | 2.00 | 2.00 | - |
| Outstanding at the end of the year | 6,04,584 | 2.00 | 2.00 | 1.34 |
| Exercisable at the end of the year | 936 | 2.00 | 2.00 | - |

**Method used for accounting of share based payment plan**

The company has used the fair value method to account for the compensation cost of stock options to employees. The fair value of options used are estimated on the date of grant using the Black- Scholes Models.

The key assumptions used in Black- Scholes Models for calculating fair values as on date of respective grants are:

i) Grant date
ii) Risk free interest rate
iii) Expected life.
iv) Expected Volatility
v) Dividend yield.
vi) Price of the underlying share in the market at the time of the option grant.

Note: For the year ended March 31 2025, the company has accounted expense of ₹51.75 million (March 31, 2024: ₹128.53 million) as Employee benefit expenses on the aforesaid employee stock option plan. The balance in share option outstanding account is ₹53.40 million (March 31, 2024: ₹75.04 million)





# Notes to Financial Statements

**For the year ended March 31, 2025**

(All amounts in Indian Rupees in millions, unless otherwise stated)

## 52 Dividend on Equity shares

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **Dividend on equity shares declared and paid during the year** | | |
| Final dividend of ₹2 per share for the FY 2023-24 (FY 2022-23: ₹0.50 per share) | 112.74 | 25.46 |
| | **112.74** | **25.46** |
| **Proposed dividend on equity shares not recognised as liability*** | | |
| Proposed dividend of ₹2.50 per share for the FY 2024-25 (FY 2023-24: ₹2 per share) | 141.63 | 112.74 |
| | **141.63** | **112.74** |

*The proposed dividend is subject to approval of shareholders at the ensuing Annual General Meeting.

## 53 Events occurring after the Balance Sheet Date:

There are no events occurring after Balance Sheet date for the Financial Year 2024-25 except Note No.52 (Dividend on Equity Shares).

For **S S Kothari Mehta & Co. LLP**
Chartered Accountants
Firm's registration number: 000756N / N500441

**Jalaj Soni**
Partner
Membership No. 528799

Place: Faridabad
Date: May 03, 2025

For and on behalf of the Board of Directors of
**Netweb Technologies India Limited**

**Sanjay Lodha**
Managing Director
DIN: 00461913

**Navin Lodha**
Director
DIN: 00461924

**Ankit Kumar Singhal**
Chief Financial Officer
Place: Faridabad
Date: May 03, 2025

**Lohit Chhabra**
Company Secretary

# Notes

Netweb TECHNOLOGIES

**Corporate Office:**

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