

AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED
(Formerly known as Airflow Equipments (India) Private Limited)
No. 9, Chelliamman Koil Street, Keelkattalai, Chennai – 600 117
CIN: U29309TN1998PTC041571

Mob: +91 9384870774

Website: <http://airflow.co.in/>

Email: airflow1998@hotmail.com

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Eighteenth Annual General Meeting of the members of **M/s. Airfloa Rail Technology Private Limited** will be held on Monday, 30th September 2024 at 10.30 AM at the Registered Office of the Company situated at 9, Chelliamman Kovil Street, Keelkattalai, Chennai – 600 117 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company comprising of Balance Sheet of the Company made as of 31st March, 2024, the Statement of Profit and Loss & Cash flow Statements for the year ended on that date and a summary of significant accounting policies and other explanatory information together with the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit to pass with or without modification(s), the following resolution as Ordinary Resolution:

*“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted”.*

SPECIAL BUSINESS:

1. To appoint Statutory Auditors of the Company for a term of 5 Financial Years, viz. 2024–2025 to 2028–2029 – M/s Varadharajan & Co, Chartered Accountants, the Retiring Auditors are not eligible for re-appointment – to consider and pass the following Resolution as Ordinary Resolution:

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

RESOLVED THAT M/s Varadharajan & Co, Chartered Accountants (Firm No. 004515S), be and is hereby appointed as Statutory Auditors of the Company to hold office from the date of this AGM till the conclusion of the 30th AGM of the Company, and the Board of Directors be and is hereby authorized to fix their remuneration.”

“RESOLVED FURTHER THAT any Director of the Company be and are hereby authorized to do all such acts and deeds as may be necessary for giving effect to the above resolution including filing of necessary returns with the Registrar of Companies, and making such entries in the Register of Directors and Key Managerial Personnel as required under the provisions of the Companies Act, 2013.”

By Order of the Board
For Airfloa Rail Technology Private Limited




D Venkatesan
Managing Director
DIN: 00232210

Place: Chennai
Date: 21/09/2024

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than **FORTY-EIGHT HOURS** before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a letter signed by the competent authority in their organization authorizing their representatives to attend and vote on their behalf at the meeting.
4. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
6. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
7. Members/Proxies should bring duly-filled Attendance Slips to attend the meeting.

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT OF 2013

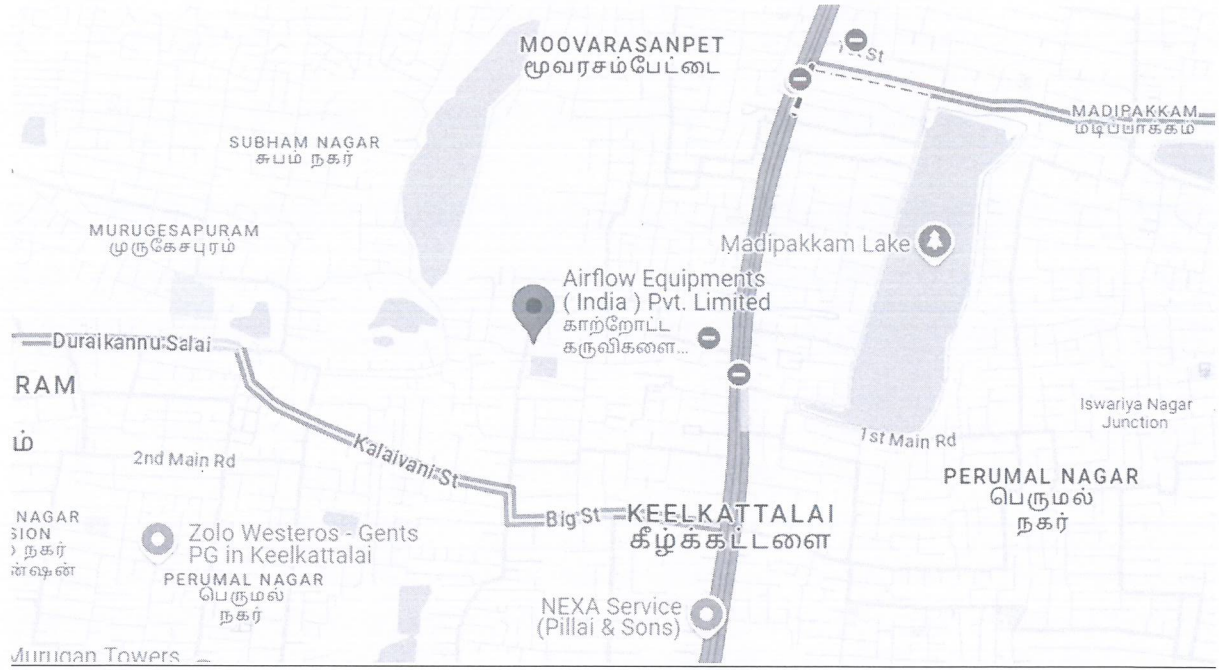
Item No. 2 To Appoint M/s. S. Varadharajan & Co, Chartered Accountants as statutory auditor of the Company:

The Board wishes to inform you that **M/s. G Sekar & Associates, Chartered Accountants** were appointed as the statutory auditors on 20th Annual General Meeting and is liable to retire due to rotation of auditors. Thus, the board of directors propose to appoint **M/s. S Varadharajan & Co, Chartered Accountants**, as statutory Auditor of the company.

The Board of Directors of the Company recommends the same.

None of the directors of the Company may be deemed to be concerned or interested in the aforesaid resolution.

VENUE OF THE 25th ANNUAL GENERAL MEETING



Form No.MGT-11**PROXY FORM**

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

CIN	:	U30204TN1998PTC041571
Name of the Company	:	AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED
Registered Office Address	:	NO 9 CHELLIAMMAN KOILSTREET KEELKTTALAI CHENNAI-117, CHENNAI-117, Tamil Nadu, India, 600117

Name of the Member(s)	
Registered Address	
E-mail Id	Folio No

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name:	E-mail Id:
Address:	
Signature, or failing him	
Name:	E-mail Id:
Address:	
Signature:	

As my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Monday, 30th September, 2024 at 10.30 A.M. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(s)
1	To receive, consider and adopt the Financial Statements of the Company comprising of Balance Sheet of the Company made as of 31 st March, 2024

Signed this _____ day of _____ 2024

Signature of the shareholder Across Revenue Stamp

Affix Revenue
Stamp

Signature of Proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. The proxy need not be a member of the company.

ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

DP ID		Client ID	
Reg. Folio No.		No. of Shares held	

Name:

Address:

I certify that I am a member / proxy / authorized representative for the member of the Company.

I/We hereby record my/our presence at the 25th Annual General Meeting of the Company being held on _____, the _____ at _____ a.m. at _____.

Please tick in the box

MEMBER

☐

PROXY

☐

Name of Member / Proxy

Signature of Member / Proxy

INDEPENDENT AUDITOR'S REPORT

To the Members of Airfloa Rail Technology Private Limited (Formerly known as Airflow Equipments (India) Private Limited)

Report on the audit of Financial Statements

Opinion

We have audited the Financial statements of **Airfloa Rail Technology Private Limited (Formerly known as Airflow Equipments (India) Private Limited)** ("the Company") which comprise the Balance Sheet as at **March 31, 2024** and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('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 statement of affairs of the Company as at **March 31, 2024** its Profit and cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the **Auditor's Responsibilities for the Audit of the Financial Statements** section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for 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 Report thereon.

Our opinion on the Financial Statements does not cover the Other Information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the Other Information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of such other information, we are required to report that fact. We have nothing to report in this regard.



Management's Responsibility for the Financial Statements

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

In preparing the Financial Statements, Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to Going Concern and using the Going Concern basis of accounting unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's Report that includes our opinion. Reasonable Assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

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

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



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of Management's use of the Going Concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a Going Concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Company to cease to continue as a Going Concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide Those Charged with Governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements.

1. As required by the Companies (Auditors' Report) Order, 2020, issued by the Central Government in terms of Section 143(11) of the Act, we give in the **Annexure A**, a Statement on the matters specified in the Order.
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 relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement, dealt with by this report are in agreement with the books of account maintained for the purpose of preparation of these financial statements;
 - (d) In our opinion, the financial statements comply with the Accounting Standards specified under section 133 of the Act;
 - (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;



G. SEKAR ASSOCIATES
CHARTERED ACCOUNTANTS

"SHRI GURU PADHUKA" New No. 27, Akbarabad II Street,
Kodambakkam, Chennai - 600 024.
Tel: 91-44-2483 7667, 91-44-2484 7667, 91-44-2480 3737
e-mail : padhuka@shrigurukripa.com

- (f) With respect to adequacy of Internal Financial Controls with reference to Financial statements and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls with reference to financial statements;
- (g) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, as amended, in our opinion and to the best of our information and the explanations given to us;
- The Company has disclosed the impact of pending litigations on its financial statements.
 - The Company has not entered into long term contracts including derivative contracts.
 - There has been no amount, required to be transferred, to the Investor Education and Protection Fund by the company.
 - (i) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the Notes to the Accounts, 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 persons or Entities, 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.
 - (ii) The Management has represented, that, to the best of its knowledge and belief, other than as disclosed in the Notes to the Accounts, no funds have been received by the Company from any persons or entities, including Foreign Entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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.
 - (iii) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under above sub-clause (i) and (ii) contain any material mis-statement.
 - No Dividends have been declared or paid during the year by the Company. So, the issue of reporting compliance with Sec. 123 of the Companies Act, 2013 does not arise.
 - Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.
- (h) The Company being a Private Company within the meaning of the Companies Act 2013, reporting under Section 197(16) does not apply to the Company.

Place: Chennai
Date: 21.09.2024



For G Sekar Associates
Chartered Accountants
Firm Regn.No. 005251-S

G Sekar, B.Com, FCA
Partner, Membership No. 025533
UDIN: 24025533BKHMT8473

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(Refer para 'Report on Other Legal and Regulatory Requirements' of our report of even date on the Financial Statements of the Company for the year ended 31 March 2024)

1) Property, Plant and Equipment:

- a) The Company has maintained proper records to show the full particulars including quantitative details and situation of Property, Plant and Equipment.
- b) The Property, Plant and Equipment were physically verified during the year by the Management in accordance with the phased programme of verification which, in our opinion is reasonable having regard to the size of the Company. According to the information and explanations given to us, no material discrepancies were noticed during such verification.
- c) According to information given to us and on the basis of our examination of records of the Company, the title deeds of all the immovable properties (Other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company, except the following:

Description of Property	Gross Carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in the name of Company
Free hold Land	872.97	Mr. Venkatesan & Mr. Manikandan	Director	2 years	Sale Agreement entered between the company and parties during FY 2021-22, the same is in the process of Registration

- d) The Company has not revalued its PPE (including Right of Use Assets) or Intangible Assets or both during the year. Hence, the reporting as to whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if change is 10% or more in the aggregate of the Net Carrying Value of each class of PPE or Intangible Assets, is not applicable to the Company.
- e) According to information and explanations given to us and on the basis of our examination of the records of the Company produced before us, no proceedings have been initiated or are pending against the Company for holding any Benami Property under the Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder. The question of whether the Company has appropriately disclosed the details in its Financial Statements, is not applicable to the Company.

2) Inventories:

- (a) According to information and explanations given to us, the Management of the Company has conducted the physical verification of inventory at reasonable intervals.
- (b) In our opinion, the coverage and procedure of such verification by the Management is appropriate during such verification, discrepancies of 10% or more in the aggregate for each class of inventory have not been noticed. The discrepancies noted were not material and have been suitably dealt with in Books of Account.

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- (c) 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 been sanctioned Working Capital Limits in excess of ₹ 5 Crores, from Banks or Financial Institutions on the basis of security of Current Assets. As per the information provided to us, the quarterly returns / statements filed by the company with such banks or financial institutions are in agreement with the books of accounts of the company.
- 3) **Loans to Directors and Interested Parties:** During the year, the Company has not made Investments in, provided any Guarantee or Security or granted any Loans or Advances in the nature of Loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or any other parties. So, reporting under Para 3(iii) of the Order is not applicable to the Company.
- 4) **Compliance of Sec. 185 & 186:** The Company has not granted any Loans, made Investments or provided Guarantees or Security to the Parties covered under Section 185 or covered by Section 186 of the Act. Accordingly, reporting under Para 3(iv) of the Order is not applicable to the Company.
- 5) **Deposits from Public:** The Company has not accepted any Deposits from the Public. So, reporting under Para 3(v) of the Order is not applicable to the Company.
- 6) **Cost Accounting Records:** The requirement for maintenance of Cost Records pursuant to Companies (Cost Records and Audit) Rules, 2014 specified by the Central Government under Section 148(1) of the Act is applicable to the Company for the year under audit and according to information and explanations given to us the company has complied with the same.
- 7) **Statutory Dues:**
- a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues in respect of Income Tax, though there has been delay in payments for few cases and is regular in depositing undisputed statutory dues, including Goods and Services Tax, Provident Fund, and other material statutory dues, as applicable with the appropriate authorities. According to information and explanations given to us, undisputed Income Tax – TDS dues of Rs. 23,40,000 are in arrears as at 31st March, 2024 for a period of more than six months from the date they became payable.
- b) Details of Statutory dues referred to in sub clause (a) above, which have not been deposited as on 31st March, 2024 on account of disputes are given below:

Name of the Statute	Nature of dues	Amount demanded (Amount in Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Central Goods and Services Tax Act, 2017	Goods and Services Tax	19.88	FY 2018 2019	Superintendent of GST and Central Excise
		18.34	FY 2019 2020	
Income Tax Act, 1961	Income Tax	3.06	AY 2018 2019	Income Tax Officer
		4.62	AY 2019 2020	
		5.05	AY 2020 2021	
		10.66	AY 2021 2022	



- 8) **Undisclosed Income:** On the basis of the examination of the records produced before us, there is no item of any transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961., There is no material item of previously unrecorded income that has been properly recorded in the books of account during the year.
- 9) **Repayment of Dues:**
- The Company has regularly paid the Principal and Interest dues to Banks / Financial Institutions / Government / Other Lenders, and there are no defaults in this regard.
 - The Company has not been declared as a Wilful Defaulter by any Bank or Financial Institution or Other Lender.
 - On the basis of the examination of records produced before us, Term Loans were applied for the purpose for which the loans were obtained.
 - On the basis of the examination of records produced before us and the overall position of the Financial Statements, funds raised on short-term basis have not been utilised for long term purposes.
 - The Company has not taken any funds from any Entity or person on account of or to meet the obligations of its Subsidiaries, Associates or Joint Ventures.
 - The Company has not raised any Loans during the year on the pledge of securities held in its Subsidiaries, Joint Ventures or Associate Companies.
- 10) **Moneys raised through IPO, etc.:**
- The Company has not raised any moneys by way of Initial Public Offer or further Public Offer (including Debt Instruments) during the year.
 - According to the information and explanations given to us and based on our examination of the Company's records, the Company has not made any Preferential Allotment or Private Placement of Shares or fully or partly or optionally Convertible Debentures during the year under review.
- 11) **Fraud:**
- Based upon the audit procedures performed and the information and explanations given by the Management, we report that no frauds by or on the Company has been noticed or reported during the year.
 - No report has been filed by the Auditors with the Central Government in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, u/s 143(12) of the Companies Act.
 - No Whistle-Blower Complaints have been received during the year by the Company.
- 12) **Nidhi Company:** The Company is not a Nidhi Company and accordingly reporting under Para 3(xii) of the Order is not applicable to the Company.
- 13) **Related Party Transactions:** In our opinion, all transactions with the related Parties are in compliance with Sec.177 and 188 of Companies Act, 2013 and the details of such transaction have been disclosed in the Financial Statements as required by the applicable Accounting Standards.



- 14) **Internal Audit:** Based on our examination of the Company's systems, the Company does not have an Internal Audit System. Also, the Company is not mandated to have an Internal Audit System as per Sec.138 of the Companies Act.
- 15) **Non-Cash transactions with specified persons:** According to the information and explanations given to us and based on our examination of the Company's records, the Company has not entered into any non-cash transactions with Directors or persons connected with them. Accordingly, Para 3(xv) of the Order is not applicable to the Company.
- 16) **NBFC Companies:**
- (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under Clause 3(xvi)(a) of the Order is not applicable.
 - b) The Company has not conducted any non-banking financial or housing finance activities during the year under report.
 - c) The Company is not a Core Investment Company (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016). Hence, reporting under Clause 3(xvi)(c) of the Order is not applicable.
 - d) In our opinion, there is no Core Investment Company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under Clause 3(xvi)(d) of the Order is not applicable.
- 17) **Cash Losses:** The Company has not incurred Cash Losses in the financial year and in the immediately preceding financial year.
- 18) **Resignation of Auditors:** There has been no resignation of the Statutory Auditors during the year, and hence reporting under Para 3(xviii) of the Order is not applicable to the Company.
- 19) **Financial Ability and Material Uncertainty:** On the basis of the Financial Ratios, Ageing and expected dates of realisation of Financial Assets and payment of Financial Liabilities, Other Information accompanying the Financial Statements, and our knowledge of the Board of Directors and Management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that Company is 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.
- 20) **CSR:** The Provisions of Sec.135 of the Act do not apply to the Company, and accordingly the reporting in respect of such matters as per Para 3(xx) of the order is not applicable to the Company.
- 21) **Consolidated Financial Statements:** Para 3(xxi) of the Order, being remarks on CARO Reporting in Consolidated Financial Statements, is not applicable to the Company.

Place: Chennai
Date: 21.09.2024



For G Sekar Associates
Chartered Accountants
Firm Regn.No. 005251-S

G Sekar, B.Com, FCA
Partner, Membership No. 025533
UDIN: 24025533BKHMT8473

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of **Airfloa Rail Technology Private Limited (Formerly known as Airflow Equipments (India) Private Limited)** ("the Company") as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's Internal Financial Controls 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls 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 judgment, 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.

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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 unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of the 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 the 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 31st March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Chennai
Date: 21.09.2024



For G Sekar Associates
Chartered Accountants
Firm Regn.No. 005251-S

A handwritten signature in blue ink, appearing to be "G. Sekar", written over a horizontal line.

G Sekar, B.Com, FCA
Partner, Membership No. 025533
UDIN:24025533BKHMT8473



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AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED

BOARD'S REPORT

To,
The Members of
M/s. Airflood Rail Technology Private Limited

The Board of Directors take pleasure in presenting the 25th Annual Report of the Company together with the Audited Financial Statements for the financial year ended 31st March 2024.

FINANCIAL RESULTS AND STATE OF COMPANY AFFAIRS

The Company's financial performance for the year ended 31st March 2024 is summarized below:

Particulars	(Amount in Lakhs)	
	For the Year ended 31.03.2024	For the Year ended 31.03.2023
Sales	11,930.36	9,517.39
Other Income	377.51	14.44
Total Income	12,307.87	9,531.84
Total Expenses	10,269.28	9,490.57
Profit before Tax	2,038.60	41.27
Less: Current Income Tax	623.90	68.74
Less: Deferred Tax	63.54	-73.27
Less: MAT Credit	-	-
Less: Tax relating to earlier years	-	-
Profit after Tax	1,351.15	45.80
Dividend (including Interim if any and final)	-	-
Balance in P&L Account as at year beginning	3,756.49	3,710.69
Balance in P&L Account as at year closing	5,107.65	3,756.49
Earnings per share (Basic & Diluted)	27.05	0.92



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COMPANY PERFORMANCE OVERVIEW:

During the financial year 2023-24, revenue from operations of the Company on a standalone basis stood at Rs. 11,930.36 Lakhs as against Rs. 9,517.39 Lakhs in the previous year 2022-23, a growth of 25.35 % as the company was able to recover from the covid induced disruption in its business. The total expenditure of the company was **Rs. 10,269.28 Lakhs** (as against Rs.9490.57 Lakhs in the previous year 2022-23, an increase of 8.20 %. The Profit before tax for the current year is Rs.2038.60 Lakhs as against Rs. 41.27 Lakhs in the previous year 2022-23 a growth of 4839.67 %. Profit after tax for the current year is Rs.1351.15 Lakhs as against Rs. 45.80 Lakhs in the previous year 2022-23 a growth of 2850.10%.

BUSINESS OUTLOOK

The Company is engaged in the manufacturing of components which are used in the rolling stock for the Indian Railways through railway production units like Integral Coach Factory ("ICF"), Modern Coach Factory ("MCF") and Rail Coach Factory ("RCF"). In addition to manufacturing the rolling stock components, we carry out turnkey interior furnishing projects for Indian Railways. In the aerospace and defence sectors, we manufacture intricate, highly engineered, and vital components. Along with Indian Railways through ICF, MCF, and RCF, we also serve RITES ("Rail India Technical & Economic Service"), RVNL ("Rail Vikas Nigam Limited"), and global rolling stock OEMs such as Alstom and SIEMENS.

The Company have manufactured rolling stock components and implemented turnkey interior furnishing projects for Sri Lankan DEMU and Mainline Export Coaches, Agra-Kanpur Metro Coach, RRTS Coach, Vistadome Coach and Train-18 Vande Bharat Express. Our Company's aerospace and defence products include AMCA ground simulators, precision machining tools, body manufacturing for artillery tanks, body armours and various critical components for missiles.

The Company has been in operation for over 20 years, and we have extensive expertise as a reliable supplier of high-precision forged and machined components for the rolling stock, aerospace, and defence industries, as well as undertaking turnkey interior furnishing projects in railways. We believe that we proved our capability by manufacturing and delivering 42,557 units between the Fiscal 2022 to Fiscal 2024 at an overall level. Considering the increased expenditure in infrastructure development and overall growth in the economy, the company expects substantial increase in its order book which will reflect in both revenue and profits going forward.



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AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED

A more detailed explanation on the business and the performance of the Company has been provided in the Management Discussion and Analysis Report, which is forming part of the Annual Report as **Annexure- I**.

DIVIDEND:

The Company is in the growth phase and is in the process of expanding its business activities. Considering the increased fund requirements for the expansion activities and to augment working capital requirements, your directors do not recommend any dividend for the financial year ended March 31, 2024.

TRANSFER TO RESERVES

During the year, the company had not transferred any amount to the General Reserves. No amount is proposed to be transferred to reserves during the year under review.

UNCLAIMED DIVIDEND

In the absence of any declaration of dividend in the past, the Company does not have any unpaid/unclaimed dividend coming under the purview of Section 124(5) of the Act to be transferred to Investors Education and Protection Fund ("IEPF") of the Central Government.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report, which forms part of this report.

ALTERATION OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

Following the close of the financial year,



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- a. the Company's name was changed from Ms. Air Flow Equipments India Private Limited to Airflood Rail Technology Private Limited. This change was approved by the shareholders at an Extraordinary General Meeting held on July 18, 2024. The Company has since obtained a fresh Certificate of Incorporation reflecting this name change, which was issued on 27/08/2024.
- b. the Company undertook a significant amendment to its Memorandum of Association (MoA) by altering the object clauses. This alteration was approved by the shareholders at an Extraordinary General Meeting held on July 18, 2024. Subsequently, the Company has obtained the necessary certificate from the Registrar of Companies, Chennai, confirming the change in the object clauses of the MoA. This amendment aligns with the Company's strategic objectives and future growth plans.
- c. the company has also increased Authorised capital from Rs.5,00,00,000/- to Rs.25,00,00,000/-.

The Articles of Association (AoA) of the Company has been substituted with the new set of Articles consequent to the conversion of status of the company from Private Limited to Public Limited Company. The members have approved the above changes at their Extraordinary General Meeting held on September 12, 2024.

CHANGE IN STATUS OF THE COMPANY

After the financial year, the Company underwent a significant transformation by converting from a Private Limited Company to a Public Limited Company. This conversion was approved by the shareholders at an Extraordinary General Meeting held on September 12, 2024. Subsequently, we filed the necessary application with the Registrar of Companies, Chennai, and are currently awaiting the issuance of the Fresh Certificate of Incorporation to formalize this change.

CHANGE IN THE NATURE BUSINESS

During the year under review, there was no change in the nature of the Company's business.

SHARE CAPITAL

After the end of financial year, the share capital of the Company has undergone the following changes: -



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AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED

- a) Authorized share capital was increased from Rs.5,00,00,000/- divided into 50,00,000 Equity Shares of ₹10/- each to Rs.25,00,00,000/- divided into 2,50,00,000 Equity Shares of ₹10/- each which was approved by the Shareholders at the General Meeting held on June 24, 2024.
- b) The company has allotted 5,43,318 Equity Shares of ₹10/- each to investors via Private Placement. The company has also issued 1,10,76,636 Equity Shares of ₹10/- each as bonus shares to the existing shareholders at the ration of 2 shares for every one share held. Consequent to the bonus issue of shares, the issued and paid up capital became Rs.16,61,49,540/- comprising of 1,66,14,954 equity shares of ₹10/- each.

As of 31st March 2024, the authorized share capital of the company stood at Rs.5,00,00,000 divided into 50,00,000 Equity Shares of Rs. 10 each. The issued and paid-up Share Capital of the Company stood at Rs 4,99,50,000/- divided into 49,95,500 Equity Shares of Rs.10/- each.

Apart from the above-mentioned changes, there were no changes in the Authorized, issued, subscribed, and paid-up share capital of the Company during the year. Further it is hereby confirmed that, the Company has not:

- i) issued any shares, warrants, debentures, bonds, or any other convertible or non-convertible securities.
- ii) issued equity shares with differential rights as to dividend, voting or otherwise
- iii) issued any sweat equity shares to its directors or employees
- iv) made any change in voting rights
- v) reduced its share capital or bought back shares
- vi) changed the capital structure resulting from restructuring
- vii) failed to implement any corporate action

PUBLIC DEPOSITS

The Company has not accepted any deposits from public falling within the ambit of section 73 and Section 76 of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014. Hence, no disclosure is required under Rule 8(5)(v) and (vi) of the Companies (Accounts) Rules, 2014.



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COMPLIANCE OF SECRETARIAL STANDARDS

The Company is in compliance with the applicable Secretarial Standards i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively issued by the Institute of Company Secretaries of India ('ICSI') and approved by the Central Government under Section 118 (10) of the Act for the Financial Year ended 2023-24.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement it is hereby confirmed that:

- a) in the preparation of the annual accounts for the financial year ended March 31, 2024, the applicable accounting standards have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED UNDER SECTION 186 OF THE ACT

BOARD REPORT No.9, Chelliamman Koil Street, Keelkatalai, Chennai - 600117 FY23-24

CIN No: U29309TN1998PTC041571, GST No: 33AACCA9641E1ZY

Mobile:-9384870774, Website:-WWW.airflow.co.in



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The Company has not given any Loans, made any Investments, given any Guarantees and provided any Securities during the Financial Year coming under the purview of Section 186 of the Companies Act, 2013.

CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES UNDER SECTION 188(1) OF THE ACT

All the transactions with related parties were in the ordinary course of the business and on the arm's length basis and are reported in the Notes to Financial Statements. The related party transactions entered into by the company during the year under review have been approved by both Audit Committee and the Board. The details of materially significant related party transactions entered into by the Company are disclosed in Form AOC- 2 pursuant to Section 134(3) of the Act and enclosed as **Annexure II** to this report.

You may also refer to Related Party transactions in Note 16 of Notes to Accounts of the Financial Statements for more details.

ANNUAL RETURN

Pursuant to the provisions of Section 92(3) and Section 134(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Annual Return of the Company as on 31st March, 2024 is available on the Company's website and can be accessed at <https://www.airflow.co.in>

DIRECTORS OR KEY MANAGERIAL PERSONNEL:

A. COMPOSITION OF THE BOARD OF DIRECTORS:

As of 31st March 2024, the Board of Directors comprised of 2 Directors who are also promoters of the company.

B. NUMBER OF BOARD MEETINGS AND ATTENDANCE OF DIRECTORS

During the Financial Period 2023-24, Eight (08) board meetings were convened and held which is summarized below. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.



AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED

SN	Date of Meeting	Board Strength	No. of Directors Present
1	07/04/2023	2	2
2	20/04/2023	2	2
3	24/07/2023	2	2
4	11/09/2023	2	2
5	15/11/2023	2	2
6	13/12/2023	2	2
7	09/01/2024	2	2
8	07/03/2024	2	2

Detailed agenda with explanatory notes and all other related information is circulated to the members of the Board in advance of each meeting. Detailed presentations are made to the Board covering all major functions and activities. The requisite strategic and material information is made available to the Board to ensure transparent decision making by the Board. The Company did not have any Non-Executive Directors. The Remuneration of the executive directors consists of salary and other benefits.

During FY 2023-24, the Company did not advance any loan to any of its Directors. Further, no loans and advances in the nature of loans to firms/companies in which directors are interested was given by the Company and its Associates/JV.

C. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

There were no changes in Board of Directors/KMPs of the Company during the year under review. Following changes taken place after the end of the financial year but before signing of this report.

The Board of Directors of the Company at their meeting held on July 24, 2024 approved the appointment of Mr. Sudhanso Mani as Additional Director (Independent), Manikandan Nanthini Additional Director (Non Executive) and Venkatesan Sathish Kumar as Additional Director (Whole Time Director) and the said appointment were regularized at the Extra-Ordinary General meeting held on July 26, 2024

Further, the Board of Directors of the Company at their meeting held on August 08, 2024 approved the appointment of Mr. Tilak Raj as Additional Director (Independent), change of designation of Mr.D Venkatesan as Managing Director, Mr.D Manikandan as Joint Managing Director and Mr.Venkatesan Sathishkumar as Whole Time Director and the said



AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED

appointment were regularized at the Extra-Ordinary General meeting held on August 30, 2024. Ms.Malti Jaiswal is the Company Secretary and Compliance officer and Mr.Papa Sanjeevi Karunakaran is the Chief Financial Officer of the Company.

COMMITTEES OF THE BOARD

The Company in the process of forming the following five Board level committees:

- A) Audit Committee
- B) Nomination and Remuneration Committee
- C) Stakeholders Relationship Committee
- D) Risk Management Committee
- E) Corporate Social Responsibility Committee

AUDITORS AND AUDITORS' REPORT

A. STATUTORY AUDITORS AND THEIR REPORT

M/s. G Sekar & Associates, Chartered Accountants (Firm's Registration No.005251S), who was appointed as Statutory Auditors of the Company at the Annual General meeting held on 30th September, 2019 will be retiring at conclusion of the ensuing Annual General meeting.

Consequent to the change of the status of the company from Private to Public Limited company, Rule 5 of Companies (Audit and Auditor) Rules, 2014 relating to rotation of auditors and Section 139 (2) of the Companies Act, 2013 became applicable to the company from the financial year 2024-25. M/s. G Sekar & Associates Chartered Accountants has completed the maximum term permitted as the Statutory auditor of the company since their appointment and not eligible to for re-appointment upon their retirement at the conclusion of the ensuing AGM. In view of this, the Board has recommended M/s. Varadharajan & Co, Chartered Accountants (Firm's Registration No. 004515S) to the members for appointment as Statutory Auditors for a term of five (5) years in place of M/s. G Sekar & Associates, the retiring statutory auditor, to hold the office from the conclusion of the 25th Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company to be held in the year 2029.

M/s. Varadharajan & Co, Chartered Accountants have given their consent to act as Auditors if appointed and also confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.



AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED

M/s. G Sekar & Associates, Chartered Accountants (Firm's Registration No.005251S), have submitted their Report on the Financial Statements of the Company for the FY 2023-24, which forms part of the Annual Report 2023- 24. There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in the Audit Reports issued by them which call for any explanation/comment from the Board of Directors.

B. COST RECORDS AND COST AUDIT / COMPLIANCE:

During the year under review, in accordance with Section 148(1) of the Act, the Company has maintained the accounts and cost records, as specified by the Central Government. The Board of Directors had appointed M/s. Ashok & Associates, Cost Accountants, Madurai, Membership No.11929, (Firm Registration No.:102203), as Cost Auditors of the Company, for conducting the audit of cost records for the financial year ended March 31, 2024. The audit is in progress and the report will be filed with the Ministry of Corporate Affairs within the prescribed period. The remuneration of the Cost Auditors for the FY 2023-24 is being placed before the Members for ratification / approval.

C. SECRETARIAL AUDIT REPORT

In terms of the provision of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014 the Company is not required to annex Secretarial Audit Report to the Board Report.

D. INTERNAL AUDITOR:

The provisions related to appointment of Internal Auditors pursuant to section 138 of the companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014, is not applicable to the Company.

INTERNAL FINANCIAL CONTROL SYSTEM

The Company has put in place an effective internal control system to synchronize its business processes, operations, financial reporting, fraud control, and compliance with extant regulatory guidelines and compliance parameters. The Company ensures that a standard and effective internal control framework operates throughout the organization, providing assurance about the safekeeping of the assets and the execution of transactions as per the authorization in compliance with the internal control policies of the Company.



AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED

The internal control system is supplemented by extensive internal audits, regular reviews by the management, and guidelines that ensure the reliability of financial and all other records. The management periodically reviews the framework, efficacy, and operating effectiveness of the Internal Financial Controls of the Company.

The Internal Audit reports are periodically reviewed by the Audit Committee. The Company has, in material respects, adequate internal financial control over financial reporting, and such controls are operating effectively. Internal Audits are carried out to review the adequacy of the internal control systems and compliance with policies and procedures. Internal Audit areas are planned based on inherent risk assessment, risk score, and other factors such as probability, impact, significance, and strength of the control environment. Its adequacy was assessed, and the operating effectiveness was also tested.

COMPLIANCE TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION, AND REDRESSAL) ACT, 2013 READ WITH THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION, AND REDRESSAL) RULES, 2013.

The Company has zero tolerance for sexual harassment at workplace and has a mechanism in place for prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The Company is committed to provide equal opportunities without regard to their race, caste, sex, religion, color, nationality, disability, etc. All employees are treated with dignity with a view to maintain a work environment free of sexual harassment whether physical, verbal or psychological. All employees (permanent, contractual, temporary, trainees) are covered.

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment at workplace. During the year under review, Company has not received any complaints on sexual harassment and hence there are no complaints pending as on the end of the Financial Year 2023-24 on sexual harassment.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERNS STATUS AND COMPANY'S OPERATIONS IN FUTURE



AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED

The Company has not received any significant or material orders passed by any regulatory authority, court or tribunal which shall impact the going concern status and Company's operations in future.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Statutory Auditors, Cost Auditors or Secretarial Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors under section 143(12) of the Act, including rules made there under.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As the company did not fulfil any of the conditions prescribed for mandatory CSR spending during the previous financial year i.e., 2022-23, there was no obligation to spend any amount towards CSR during the year under review. However, considering the non-fulfilment of CSR obligations pertaining to the previous financial years viz., financial year 2019-20, 2020-21, 2021-22 and 2022-23, the company has decided to transfer the amount CSR obligation unspent to a designated fund specified under Schedule VII of the Companies Act, 2013. A separate disclosure in terms of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, Rule 9 of the Companies (Accounts) Rules 2014 and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, has been provided in **Annexure-** .

During the financial year 2023-24, the profit of the company has surpassed the threshold of Rs.5 crores prescribed for mandatory CSR expenditure requiring the company to comply with the CSR provision provide under Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 during the next financial year. The Company is in the process of forming a Corporate Social Responsibility Committee ("CSR Committee") in compliance with Section 135 of the Companies Act, 2013 read with the Rules made thereunder to oversee the CSR activities and adopted a CSR policy as part of implementing CSR activities during the financial year 2024-25.

RISK MANAGEMENT

Pursuant to provisions of Section 134(3)(n) of the Companies Act, 2013 the Company has constituted the Risk Management Committee and laid down a framework to inform the Board about the particulars of Risks Identification, Assessment and Minimization



AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED

Procedures. In the opinion of the Board, there is no such risk, which may threaten the existence of the Company.

During the year, such controls were tested and no material discrepancy or weakness in the Company's internal controls over financial reporting was observed.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are provided in ANNEXURE IV to this Report.

DECLARATION OF INDEPENDENT DIRECTORS:

The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to our Company.

BORROWINGS

As on March 31, 2024, an amount of Rs.6554.85 Lakhs was outstanding towards borrowings, which comprises of both secured and unsecured loans.

DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND FORMULATING VIGIL MECHANISM / WHISTLE BLOWER POLICY

DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE

The provisions of Section 177 of the Companies Act, 2013 Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

VIGIL MECHANISM

In terms of section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules 2014, the Company has established a Vigil Mechanism for its directors and employees to report unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. Mr.D.Manikandan (DIN:00232275), Director, have been nominated by the Board of Directors of the Company to play the role of Vigilance Officer to whom other Directors and employees may report their



AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED

concerns. The Whistle Blower Policy requires every employee to promptly report to the Management any actual or possible violation of the Code or an event he becomes aware of that could affect the business or reputation of the Company. The disclosures reported are addressed in the manner and within the time frames prescribed in the policy. A mechanism is in place whereby any employee of the Company has access to the Vigilance officer to report any concern.

The said policy has been disseminated within the organisation and has also been posted on the Company's website at <https://www.airflow.co.in>

PARTICULARS OF EMPLOYEES:

No employees of the Company are drawing remuneration in excess of the limit specified under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

PARTICULARS OF HOLDING, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE

As on 31st March 2024, the company did not have any holding, subsidiary, joint venture or associate company.

The Board of Directors at their meeting held on March 07, 2024 approved formation of a subsidiary under the name and style Sree Dakssnaa Aerospace and Defence India Private Limited to be engaged in the business of "Aerospace and Defense" and having its registered office at No.127, Mettupalayam Road, Opp To Samsung, Panruti, Kanchipuram, Sriperubudur, Tamil Nadu, India, 631604 on June 11, 2024. Your company holding 79.2% as on date of signing this report .

The Company will prepare consolidated financial statement in accordance with the relevant accounting standards and will prove a separate statement containing the salient features of the financial statement of its wholly owned subsidiary pursuant to provision of Section 129(3) of the Companies Act, 2013 read with rule 5 of the Companies (Accounts) Rules 2014, in form AOC-1 in the ensuing financial year.

RECEIPT OF REMUNERATION OR COMMISSION BY THE MANAGING / WHOLE TIME DIRECTOR FROM ITS HOLDING OR SUBSIDIARY COMPANY

The Company does not have any Holding or Subsidiaries Company as on 31st March 2024. Hence reporting under this clause is not required to be provided.



DEMATERIALISATION OF SHARES

During the year under review, the Company has entered into tripartite agreements for dematerialization of equity shares with Kfintech Technologies Limited, National Securities Depository Limited and Central Depository Services (India) Limited. The Company ISIN No. is INE0XBS01012.

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

During the Financial Year under review, there has been no incident of one-time settlement for loan taken from the banks of financial institutions and hence not being commented upon

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

NIL

BUSINESS LOCATIONS

As on March 31, 2024, the company has its place of business in the following location;

Registered Office	9, Chelliamman Koil Street, Keelkattalai, Chennai – 600117
Manufacturing Facility	4D, Boopathy Nagar Industrial Area, Chennai, Kancheepuram, Tamil Nadu, 600117
Manufacturing Facility	No.127, Road, Panrutti Village, Sriperumbudur Taluk, Kancheepuram- 631604, Chennai, Tamilnadu
Manufacturing Facility	865/1b, Road, Ussain Nagar, Mappedu, Thiruvallur, Tamil Nadu - 631402

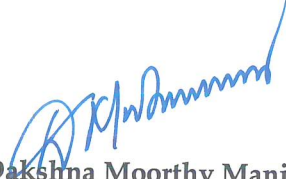


AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED

ACKNOWLEDGEMENT

The Board of Directors would like to express their sincere appreciation for the assistance and co-operation received from the government and regulatory authorities, stock exchange, financial institutions, banks, business associates, customers, vendors, members, for their co-operation and support and looks forward to their continued support in future. The Board of Directors wish to place on record its deep sense of appreciation for the committed services by all the employees of the Company.

For and on behalf of the Board of Directors of
Airfloa Rail Technology Private Limited


Dakshina Moorthy Manikandan
Joint Managing Director
DIN: 00232275




D Venkatesan
Managing Director
DIN: 00232210

Place : Chennai
Date: 21/09/2024



AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED

Annexure- III TO THE BOARDS' REPORT

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2023-24

1. Brief outline on CSR Policy of the Company: The Company's focus areas are education, healthcare, skill development, and infrastructure improvement. The Company's has incorporated CSR Policy making it more comprehensive and in alignment with the broad framework of Schedule VII of the Companies Act, 2013. The Company is committed to Corporate Social Responsibility and strongly believes that the business objectives of the Company must be in congruence with the legitimate development needs of the society in which it operates.

2. Composition of CSR Committee – Not Applicable

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company. Not Applicable

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). – Not Applicable

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

Sno.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1	2020-21	NIL	NIL
2	2021-22	NIL	NIL
3	2022-23	NIL	NIL

6. Average net profit of the company as per section 135(5): Not Applicable

7. (a) Two percent of average net profit of the company as per section 135(5): Not Applicable

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



AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED

(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): Nil

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year: NIL

Amount Unspent: NIL

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

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
S. 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 Rs.)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR reg number
1.	NA	NA	NA		NA	NA	NA	NA	NA
					TOTAL				

(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): Nil

(g) Excess amount for set off, if any



AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	NA
(ii)	Total amount spent for the Financial Year	Nil
(iii)	Excess amount spent for the financial year [(ii)-(i)]	
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding four financial years:

Sno.	Financial Year	Unspent CSR amount (in Rs)
1	2019-20	17,27,343
2	2020-21	25,99,631
3	2021-22	27,12,722
4	2022-23	19,64,272

(b)

Details

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

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: Nil

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):

- For the financial year 2023-24 there was no obligation for the company to spend any amount on CSR activities.



AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED

- b. However, as the company had obligation towards CSR in certain past financial years viz., 2019-20, 2020-21, 2021-22 and 2022-23 which have not been fulfilled due to the absence of a proper implementing mechanism, the Board has decided to transfer the unspent amount pertaining to CSR obligation in the past financial years to a designated fund specified under Schedule VII of the Companies Act, 2013.

For and on behalf of the Board of Directors of
Airfloa Rail Technology Private Limited


Dakshna Moorthy Manikandan
Joint Managing Director
DIN: 00232275




Dakshinamoorthy Venkatesan
Managing Director
DIN: 00232210

Place : Chennai
Date: 21/09/2024



AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED

ANNEXURE IV TO THE BOARDS' REPORT

Details of conservation of energy, technology absorption, foreign exchange earnings and outgo

(Pursuant to section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014)

The information pertaining to conservation of energy, technology absorption, foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are as under: -

(i)	the steps taken or impact on conservation of energy;	The company is using latest technologies and installing energy efficient solutions wherever available. The company is continuously in the monitoring energy usage to conserve energy.
(ii)	the steps taken by the company for utilising alternate sources of energy;	
(iii)	the capital investment on energy conservation equipments;	

TECHNOLOGY ABSORPTION

(i)	the efforts made towards technology absorption;	The Company uses latest technologies wherever possible. The company understands its strength lies in adaptation of new technologies and keen on implementation.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution;	
(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;	
	(b) the year of import;	
	(c) whether the technology been fully absorbed;	
	(d) if not fully absorbed, areas where	



AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED


	absorption has not taken place, and the reasons thereof; and	
(iv)	the expenditure incurred on Research and Development.	Not applicable in view of (i)

Foreign exchange earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

Particulars	2023-24 (Rs. In Lakhs)	2022-23 (Rs. In Lakhs)
1) Earnings in foreign currency	-	7.80
2) Expenditure in foreign currency	93.70	93.69

For and on behalf of the Board of Directors of
Airfloa Rail Technology Private Limited


Dakshna Moorthy Manikandan
Joint Managing Director
DIN: 00232275




D Venkatesan
Managing Director
DIN: 00232210

Place : Chennai
Date: 21/09/2024

BOARD REPORT

No.9, Chelliamman Koil Street, Keelkatalai, Chennai - 600117
CIN No: U29309TN1998PTC041571, GST No: 33AACCA9641E1ZY
Mobile:-9384870774, Website:-WWW.airflow.co.in

e) Venture Capital Funds	—	—	—	—	—	—	—	—	—
f) Insurance Companies	—	—	—	—	—	—	—	—	—
g) FIIs	—	—	—	—	—	—	—	—	—
h) Foreign Venture Capital Funds	—	—	—	—	—	—	—	—	—
i) Others (Specify)	—	—	—	—	—	—	—	—	—
Sub-Total (B) (1)	—	—	—	—	—	—	—	—	—
2. Non-Institutions									
a) Body Corp.									
(i) Indian	—	—	—	—	—	—	—	—	—
(ii) Overseas	—	—	—	—	—	—	—	—	—
b) Individuals									
(i) Individual Share-holders holding Nominal Share Capital upto ` 1 Lakh	—	—	—	—	—	664335	664335	13.30%	13.30%
(ii) Individual Share-holders holding Nominal Share Capital in excess of ` 1 Lakh	—	—	—	—	—	—	—	—	—
c) Others (Specify)	—	—	—	—	—	—	—	—	—
(i) Non Resident Indians	—	—	—	—	—	—	—	—	—
(ii) Overseas Corp.Bodies	—	—	—	—	—	—	—	—	—
(iii) Foreign Nationals	—	—	—	—	—	—	—	—	—
(iv) Clearing Members	—	—	—	—	—	—	—	—	—
(v) Trusts	—	—	—	—	—	—	—	—	—
(vi) Foreign Bodies – D R	—	—	—	—	—	—	—	—	—
Sub-Total (B) (2)	—	—	—	—	—	—	—	—	—
Total Public Shareholding (B) = (B) (1) + (B) (2)									
C. Shares held by Custodian for GDRs & ADRs		NOT APPLICABLE							
Grand Total (A+B+C)	—	499500 0	499500 0	100%	—	499500 0	499500 0	100%	—

B. Shareholding of Promoters

Shareholder's Name	Shareholding at Beginning of the Year			Shareholding at the end of the Year			% Change in Share holding during the year
	No. of. Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to Total Shares	No. of. Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to Total Shares	
D Venkatesan	24,97,500	50%	—	21,65,332	43.35%	—	-6.65%
D Manikandan	24,97,500	50%	—	21,65,333	43.35%	—	-6.65%

C. Change in Promoters' Shareholding

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of. Shares	% of Total Shares of the Company	No. of. Shares	% of Total Shares of Company
1. D.Venkatesan				
At the beginning of the year	24,97,500	50%	24,97,500	50%
Add / (Less): Incr./ (Decr.) during the year	- 3,32,168	-6.65%	-	-
At the end of the Year	21,65,332	43.35%	21,65,332	50%
2. D Manikandan				
At the beginning of the year	24,97,500	50%	24,97,500	50%
Add / (Less): Incr./ (Decr.) during the year	- 3,32,167	-6.65%	-	-
At the end of the Year	21,65,333	43.35%	21,65,333	50%

D. Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holder of GDRs and ADRs)

Particulars	Shareholding		Cumulative Shareholding during the year	
	No. of. Shares	% of Total Shares of the Company	No. of. Shares	% of Total Shares of the Co.
1. Aparna Samir Thakker				
At the beginning of the year	-	-	-	-
Add / (Less): Incr./ (Decr.) during the year	6,64,335	13.30%	-	-
At the end of the Year	6,64,335	13.30%	6,64,335	13.30%

E. Shareholding of Directors and Key Managerial Personnel:

Shareholding of each Directors and each Key Managerial Personnel	Shareholding		Cumulative Shareholding during the year	
	No. of. Shares	% of Total Shares of the Company	No. of. Shares	% of Total Shares of the Company
1. D Venkatesan				
At the beginning of the year	24,97,500	50%	24,97,500	50%
Add / (Less): Incr./ (Decr.) during the year	3,32,168	-6.65%	-	-
At the end of the Year	21,65,332	43.35%	21,65,332	50%
2. D Manikandan				
At the beginning of the year	24,97,500	50%	24,97,500	50%
Add / (Less): Incr./ (Decr.) during the year	3,32,167	-6.65%	-	-
At the end of the Year	21,65,333	43.35%	21,65,333	50%

V. INDEBTEDNESS
(Rs. In Lakhs)

(Rs. In Lakhs)

Particulars (Rs. In Lakhs)		Secured Loans excluding Deposits	Unsecured Loans	Depo-sits	Total Indebtedness
Indebtedness at the beginning of the Financial Year					
(i)	Principal Amount	5,669.65	302.54	NIL	5,972.19
(ii)	Interest due but not paid	NIL	NIL	NIL	NIL

(iii)	Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)		5,669.65	302.54	NIL	5,972.19
Change in Indebtedness during the Financial Year					
(i)	Addition	7812.48	573.81	NIL	8386.29
(ii)	Reduction	(8030.51)	NIL	NIL	(8030.51)
Net Change		(218.03)	573.81	NIL	355.78
Indebtedness at the end of the Financial Year					
(i)	Principal Amount	5,451.62	876.35	NIL	NIL
(ii)	Interest due but not paid	NIL	NIL	NIL	NIL
(iii)	Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)		5,451.62	876.35	NIL	6327.97

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-Time Director and / or Manager

(Rs. In Lakhs)

Particulars of Remuneration	Name of MD/WTD/Manager	Total Amt
1. Gross Salary		
(a) Salary as per Provisions contained in Section 17(1) if the Income Tax Act, 1961	D Venkatesan D Manikandan	48.00 48.00
(b) Value of Perquisites u/s 17(2) of the Income Tax Act, 1961	—	—
(c) Profits in lieu of Salary under Section 17(3) of the Income Tax Act, 1961	—	—
2. Stock Option	—	—
3. Sweat Equity	—	—
4. Commission	—	—
(a) As % of Profit	—	—
(b) Others (Specify)	—	—
5. Others, please Specify (Consultancy)	—	—
Total	—	96.00
Ceiling as per the Act	—	NA

B. Remuneration to other Directors

Particulars of Remuneration	Name of Directors			Total Amount
1. Independent Directors	—	—	—	—
Fees for attending Board Committee Meetings	—	—	—	—
Commission	—	—	—	—
Others, please Specify	—	—	—	—
Total (1)	—	—	—	—
2. Other Non-Executive Directors	—	—	—	—
Fees for attending Board Committee Meetings	—	—	—	—
Commission	—	—	—	—
Others, please Specify	—	—	—	—
Total (2)	—	—	—	—
Total = (1+2)	—	—	—	—
Total Managerial Remuneration	—	—	—	—
Overall Ceiling as per the Act	—	—	—	—

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

Particulars of Remuneration	Key Managerial Personnel			Total Amount
	CEO	CS	CFO	
1. Gross Salary				
(a) Salary as per Provisions contained in Section 17(1) if the Income Tax Act, 1961	-	-	-	-
(b) Value of Perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
(c) Profits in lieu of Salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-
2. Stock Option	-	-	-	-
3. Sweat Equity	-	-	-	-
4. Commission	-	-	-	-
(a) As % of Profit	-	-	-	-
(b) Others (Specify)	-	-	-	-
5. Others, please Specify	-	-	-	-
Total	-	-	-	-
Ceiling as per the Act	-	-	-	-

VII. Penalties / Punishments / Compounding of Offences

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ Court]	Appeal made, if any [Give Details]
A. COMPANY			NOT APPLICABLE		
Penalty					
Punishment					
Compounding					
B. DIRECTORS			NOT APPLICABLE		
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT			NOT APPLICABLE		
Penalty					
Punishment					
Compounding					

Place: Chennai

Date: 21/09/2024



[Signature]
D Venkatesan
Managing Director
DIN: 00232210

By Order of the Board
[Signature]
D Manikandan
Joint Managing Director
DIN: 00232275

AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED

Formerly Known as Air Flow Equipments (India) Private Limited

No. 9 Chelliamman Koil Street Keelkattalai Chennai – 600 117

CIN: U29309TN1998PTC041571

Phone : 044 2247 4784;

Website: <http://airflow.co.in/> email: airflow1998@hotmail.com**BALANCE SHEET AS AT 31st MARCH 2024**

(Amount in 000s)

Particulars as at 31st March	Note No.	31.03.2024	31.03.2023
I. EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	1	49,950	49,950
(b) Reserves & Surplus	2	5,10,765	3,75,650
Sub-Total (1)		5,60,715	4,25,600
2. Non-Current Liabilities			
(a) Long Term Borrowings	3	1,20,287	63,588
(b) Deferred Tax Liabilities	4	10,989	4,634
(c) Long Term Provisions	5	7,537	-
Sub-Total (2)		1,38,812	68,223
3. Current Liabilities			
(a) Short Term Borrowings (from Banks)	6	5,35,198	5,34,318
(b) Trade Payables			
Payable to Micro and Small Enterprises		3,242	3,242
Payable to other than Micro and Small Enterprises		4,96,294	4,07,898
(c) Other Current Liabilities	7	1,12,439	54,161
(d) Short Term Provisions	8	61,936	-
Sub-Total (3)		12,09,110	9,99,618
TOTAL (1+2+3)		19,08,637	14,93,440
II. ASSETS			
1. Non-Current Assets			
(a) Property Plant & Equipment and Intangible assets	9		
(i) Tangible Assets		3,36,482	3,56,778
(b) Long-Term Loans & Advances	10	17,972	8,746
(c) Other Non-Current Assets	11	31,315	30,704
Sub-Total (1)		3,85,768	3,96,228
2. Current Assets			
(a) Inventories		4,58,029	5,03,238
(b) Trade Receivables	12	10,31,472	5,13,499
(c) Cash and Cash Equivalents	13	20,956	34,452
(d) Other Current Assets	14	12,410	46,024
Sub-Total (2)		15,22,868	10,97,213
TOTAL (1+2)		19,08,637	14,93,440

See accompanying Notes forming part of the Financial Statements

For Airfloa Rail Technology Private Limited



D. Venkatesan
Managing Director
DIN: 00232210
Place: Chennai



D. Manikandan
Joint Managing Director
DIN: 00232275
Date: 21.09.2024



As per our report of even date

For G Sekar Associates
Chartered Accountants
Firm No. 005251 - S



G. Sekar, B.Com, FCA
Partner Membership No : 025533
UDIN: 24025533BKHMT8473

AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED

Formerly Known as Air Flow Equipments (India) Private Limited

No. 9 Chelliamman Koil Street Keelkattalai Chennai – 600 117

CIN: U29309TN1998PTC041571


Phone : 044 2247 4784;

Website: <http://airflow.co.in/>email: airflow1998@hotmail.com**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDING 31st MARCH 2024**

(Amount in 000s)

Particulars as at 31st March	Note No.	31.03.2024	31.03.2023
I. Revenue from Operations: Gross		14,07,704	11,25,995
Less: GST / Excise Duty / Service Tax		(2,14,668)	(1,74,255)
Net Revenue from Operations	15	11,93,036	9,51,739
Other Income	16	37,751	1,445
Total Revenue (I)		12,30,787	9,53,184
II. Expenses			
(a) Cost of Materials Consumed	17	6,11,223	4,50,961
(b) Direct Expenses	20	62,889	1,01,992
(c) Employee Benefit Expenses	18	1,29,071	1,87,680
(d) Depreciation and Amortisation	9	29,284	31,341
(e) Finance Costs	19	1,10,511	1,32,728
(f) Other Expenses	21	76,791	44,355
Total of above (II)		10,19,769	9,49,057
III. Profit before Exceptional / Extraordinary Items & Tax		2,11,018	4,127
IV. Exceptional/Extraordinary Items/Prior Period Items	22	7,159	-
V. Profit Before Tax (V - VI)		2,03,860	4,127
VI. Tax Expense: (a) Current Tax		62,390	6,874
(b) Deferred Tax (See Notes for details)		6,354	(7,327)
VII. Profit After Tax for the year (VI-VII)		1,35,115	4,580
VIII. Basic & Diluted Earnings Per Share of Rs.10 each			
EPS = PAT for the Year ÷ No. of Equity Shares		27.05	0.92
(Refer Notes to the Financial Statements for computation details)		4995000 Shares	4995000 Shares

For Airfloa Rail Technology Private Limited



D. Venkatesan
Managing Director
DIN: 00232210
Place: Chennai



D. Manikandan
Joint Managing Director
DIN: 00232275
Date: 21.09.2024



As per our report of even date

For G Sekar Associates

Chartered Accountants

Firm No. 005251 - S



G. Sekar, B.Com, FCA
Partner Membership No : 025533
UDIN: 24025533BKHMT8473

AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED

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CIN: U29309TN1998PTC041571

Phone : 044 2247 4784;

Website: <http://airflow.co.in/>

email:airflow1998@hotmail.com

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024**(Amount in 000s)**

Particulars for the year ended	31.03.2024	31.03.2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	2,03,860	4,127
Adjustments for : Depreciation	29,284	31,341
Interest paid to Banks and Financial Institutions	1,10,511	1,32,728
Interest Income	(3,487)	(1,396)
Loss on Sale of Fixed Assets	-	-
Operating Profit Before Working Capital Changes	3,40,169	1,66,800
+ / (-) Adjustments for Changes in Current Assets		
Inventories	45,209	(98,584)
Trade Receivables	(5,17,973)	1,56,124
Other Current Assets	33,613	3,908
Other Assets	(9,837)	(36,391)
+ / (-) Adjustments for Changes in Current Liabilities		
Short Term Borrowings	880	(51,535)
Short Term Provisions	61,936	-
Trade Creditors and Advances from Customers	88,397	(24,221)
Other Current Liabilities	58,279	12,847
+ / (-) Adjustments for Changes in Non-Current Liabilities		
Long Term Provisions	7,537	-
Operating Profit after Working Capital Changes	1,08,210	1,28,948
Less: Taxes paid	(62,390)	(6,874)
Net Cash Flow from Operating Activities(A)	45,820	1,22,074
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(8,988)	(20,563)
Interest Income	3,487	1,396
Sale of Fixed Assets	-	-
Net Cash Flow from Investing Activities (B)	(5,502)	(19,167)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Net Receipt/ (Payment) - Long Term Borrowings	56,698	(57,105)
Interest Paid	(1,10,511)	(1,32,728)
Net Cash Flow from Financing Activities (C)	(53,813)	(1,89,833)
D. Net Increase /(Decrease) in Cash and Cash Equivalents (A + B + C)	(13,495)	(86,926)
E. Cash and Cash Equivalents at the beginning of the year	34,452	1,21,378
F. Cash and Cash Equivalents at the end of the year	20,956	34,452

For Airfloa Rail Technology Private Limited

As per our report of even date

For G Sekar Associates

Chartered Accountants

Firm No. 005251 - S



D. Venkatesan
Managing Director
DIN: 00232210
Place: Chennai



D. Manikandan
Joint Managing Director
DIN: 00232275
Date: 21.09.2024




G. Sekar, B.Com, FCA
Partner Membership No : 025533
UDIN: 24025533BKHMTH8473

AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED

(Formerly known as Airflow Equipments (India) Private Limited)

No. 9, Chelliamman Koil Street, Keelkattalai, Chennai – 600 117

CIN: U29309TN1998PTC041571

Mob: +91 9384870774

Website: <http://airflow.co.in/>

Email: airflow1998@hotmail.com

COMPANY PROFILE

Airfloa Rail Technology Private Limited has incorporated under Companies Act, 1956 with CIN - U29309TN1998PTC041571 on 14th December 1998. The name of the company was changed to Airfloa Rail Technology Private Limited on 27th August 2024 as to align towards the business of the company. The company is engaged in manufacturing and supply of parts for railways and rail equipment.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2024

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES AND DISCLOSURES UNDER ACCOUNTING STANDARDS

1. **AS 1 - DISCLOSURE OF ACCOUNTING POLICIES:**

- (a) The Company generally follows mercantile system of accounting and recognizes significant items of Income & Expenditure on accrual basis.
- (b) The Financial Statements are prepared on historical cost convention and the accounts are prepared as per generally accepted accounting principles, mandatory Accounting Standards issued by The Institute of Chartered Accountants of India (ICAI) and the relevant provisions of the Companies Act, 2013.

2. **AS 2 – ACCOUNTING FOR INVENTORIES:**

- (a) The Company's Closing Stock of Raw Materials is valued at Cost.
- (b) Closing Stock of Finished Goods is valued at Cost or Net Realizable Value whichever is lower.
- (c) Cost includes Cost of Conversion and Other Costs incurred in bringing the inventories to their present location and condition. Cost is ascertained on FIFO Method.

3. **AS 3 - CASH FLOW STATEMENT:**

The Cash Flow Statement for the year ended 31.03.2024 has been prepared in accordance with the applicable Accounting Standards.

4. **AS 4- CONTINGENCIES & EVENTS OCCURRING AFTER THE BALANCE SHEET DATE:**

There are no material contingencies and events after the Balance Sheet date that affects the financial position of the Company.

5. **AS 5- NET PROFIT OR LOSS FOR THE YEAR, PRIOR PERIOD ITEMS AND CHANGES IN ACCOUNTING POLICIES:**

During the year under review there was no extraordinary items, prior period items debited or credited in the Profit & Loss Account. Significant Accounting policies applied are consistent with those applied in the previous year.

6. **AS 7- CONSTRUCTION CONTRACTS:**

The Company is not engaged in any construction business covered by this Standard.

7. **AS 9- REVENUE RECOGNITION:**

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and can be reliably measured.

(a) **Sales of goods**

Revenue from sale of goods is recognized on dispatch of materials & on raising of Invoice on the customers where in all significant risks and rewards of ownership is transferred to the buyer. Sales are stated net of trade discount and duties.

(b) **Service Income**

Service income is recognized as per the terms of the contract when the related services are rendered.

(c) **Interest income**

Interest income is recognized on time proportion basis.

(d) **Other Income**

Other income, if any, recognized based on certainty of receipts and on accrual basis.

8. **AS 10 – PROPERTY PLANT AND EQUIPMENT:**

(a) All Tangible and Intangible items of Property Plant and Equipment (PPE) are stated in the Balance Sheet at Historical Cost less Depreciation thereof. Historical Cost of PPE includes acquisition and construction cost, and payments made to Asset Vendor, and directly attributable cost of bringing the asset to its working condition for its intended use.

(b) Title deeds of all the immovable properties (Other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company, except the following:

Description of Property	Gross Carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in the name of Company
Free hold Land	872.97	Mr. Venkatesan & Mr. Manikandan	Director	2 years	Sale Agreement entered between the company and parties during FY 2021-22, the same is in the process of Registration

Note: The Company holds complete possession and control over the above property and also given the same as security in relation to loan from Union Bank of India.

(c) Depreciation on PPE provided as per the Useful Lives prescribed under Companies Act, 2013, using WDV Method. In respect of PPE items added during the year if any, Depreciation is charged based on the number of days that PPE Item is in use. No Depreciation is charged on PPE Items not installed till the end of the financial year.

9. **AS 11 -ACCOUNTING FOR EFFECTS OF CHANGES IN FOREIGN EXCHANGE RATES:**

(a) The Company has been complying with the accounting treatment in respect of its foreign currency transactions as specified under Accounting Standard 11, the Effect of Changes in Foreign Exchange Rates.

(b) Gain arising if any, on Forex transaction has been credited in the Profit & Loss Account.

10. **AS 12- ACCOUNTING FOR GOVERNMENT GRANTS:**

The Company has not received any Government Grants during the Current Financial Year or during Previous Financial Year.

11. **AS 13- ACCOUNTING FOR INVESTMENTS:**

Long Term Investments, if any, are stated at cost. No provision is made for temporary decline in the value of Long-Term Investments. Income from Investments, wherever applicable, is credited to P&L Account.

12. **AS 14- ACCOUNTING FOR AMALGAMATION:**

This standard is not applicable to the company for the year under review and also for the previous year.

13. **AS 15- EMPLOYEE BENEFITS:**

- (a) **Short Term Employee Benefits:** Short-term Employee Benefits, including accumulated compensated absences, if any, at the Balance Sheet date, are recognized as an expense, on an undiscounted basis.

Particulars (Amounts in Rs. 000s)	31.03.2024	31.03.2023
A. To KMP (Directors Remuneration) – See AS - 18 below.	9,600	9,600
B. To Employees (Wages, Bonus & Contribution for ESI & EPF)	1,19,471	1,78,080
C. Sub-Total	1,29,071	1,87,680

(b) **Defined Contribution Plan:**

The Company is covered by the Employees' Provident Fund & Miscellaneous Provisions Act, 1952 and Employees' State Insurance Act, 1948. The details of Employers' Contribution are as under:

Particulars (Amounts in Rs. 000s)	31.03.2024	31.03.2023
ESI Contribution	507	712
EPF Contribution	3,272	3,287

The above contributions are recognized as an expense in the Profit and Loss Account.

- (c) **Defined Benefit Plans:** Gratuity liability in respect of each Financial Year is determined by Alacrity Professionals and such amount is contributed by the Company to the fund administered. Actuarial Valuation report has been obtained & details of valuation are as following:

Details of Change in defined Benefit Obligation

S.No	Particulars	01-04-2022 To	01-04-2023 To
		31-03-2023	31-03-2024
1	Defined benefit obligation at beginning of period	5,945,287	7,158,630
2	Service cost		
	a. Current service cost	650,185	810,194
	b. Past service cost - vested	-	-
	c. Past service cost - unvested	-	-
3	Interest expenses	407,847	512,558
4	Cash flows		
	a. Benefit payments from plan	-	-
	b. Benefit payments from employer	-	-
5	Actuarial Gains and Losses		
	a. Effect of changes in demographic assumptions	-	-
	b. Effect of changes in financial assumptions	(115,104)	88,790
	c. Effect of experience adjustments	270,415	1,035,319
6	Transfer In /Out		
	a. Transfer In	-	-
	b. Transfer out	-	-
7	Defined benefit obligation at end of period	7,158,630	9,605,491

Details of Change in Fair Value of Assets

S.No	Particulars	01-04-2022 To	01-04-2023 To
		31-03-2023	31-03-2024
1	Fair value of plan assets at beginning of period	-	-
2	Other Adjustments	-	-
3	Charges and Taxes	-	-
4	Expected return on plan assets	-	-
5	Cashflows		
	a. Total employer's contribution		
	(i) Employer contributions	-	-
	(ii) Employer direct benefit payments	-	-
	b. Benefit payments from plan assets	-	-
	c. Benefit payments from employer	-	-
	Actuarial Gains and Losses on Plan Assets		
6	a. Effect of changes in financial assumptions	-	-
	b. Effect of experience adjustments	-	-
7	Transfer In /Out		
	a. Transfer In	-	-
	b. Transfer out	-	-
8	Fair value of plan assets at end of period	-	-
9	Actual Return On Plan Assets	-	-

Expense Recognition in the Statement of Profit & Loss

S.No	Particulars	01-04-2022 To	01-04-2023 To
		31-03-2023	31-03-2024
1	Current Service Cost	650,185	810,194
2	Interest Expense - Obligation	407,847	512,558
3	Interest (Income) - Plan Assets	-	-
4	Past Service Cost	-	-
5	Actuarial (Gains) and Losses - on Obligations	155,311	1,124,109
6	Actuarial Gains and (Losses) - on Plan Assets	-	-
7	Total P&L Expenses	1,213,342	2,446,861

14. AS 16-BORROWING COSTS:

Borrowing Costs are capitalized as part of the cost of Qualifying Asset when it is possible that they will result in future economic benefits and the cost can be measured reliably. Other Borrowing Costs are recognized as an Expense in the period in which they are incurred. No Borrowing Cost has been capitalized in the current year or in the previous financial year.

15. AS 17-SEGMENT REPORTING:

AS – 17 is not applicable for the Company, since the Company does not have more than one segment.

16. AS 18-RELATED PARTY DISCLOSURES:

(a) List of Related Parties and the nature of relationship with Related Parties (where such control exists) is –

Name of Related Party	Nature of Relationship
D Venkatesan	Director
D Manikandan	Director
Airtrec Equipments (Prop: Revathi Venkatesan)	Relative of Director of Company
Nanthini Manikandan	Relative of Director of Company
Sathish Kumar	Relative of Director of Company
Apura Energy Private Limited	Concern Controlled by Director of Company
Airflow Energy Solutions Private Limited	Concern Controlled by Director of Company
Airflow Dafeng Rail Equipments Private Limited	Concern Controlled by Director of Company
Nautone Private Limited	Concern Controlled by Relative of Director of Company
Apex Material Sciences	Concern Controlled by Relative of Director of Company
Bharani Engineering Industries Private Limited	Concern Controlled by Relative of Director of Company
Airflow Aerospace and Defense India Private Limited	Concern Controlled by Director of Company

17. **AS 19- LEASES:**

This Standard is not applicable as the Company does not have any material lease agreement in force.

18. **AS 20-EARNINGS PER SHARE:**

EPS is calculated by considering the Net Profit after Tax, divided by the number of Equity Shares outstanding as at the Balance Sheet date. The Basic and Diluted EPS for the year is disclosed on the face of the Profit or Loss Account.

Calculation of Earnings Per Share (EPS) [Note: Both Basic and Diluted EPS are the same for both years.]

Basic EPS for FY 2023–2024: Profit Rs 13,51,15,182 divided by 49,95,000 Equity Shares = Rs.27.05	Basic EPS for FY 2022–2023: Profit Rs 45,80,496 divided by 49,95,000 Equity Shares = Rs.0.92
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19. **AS 21- CONSOLIDATED FINANCIAL STATEMENTS:**

The Company does not have any Subsidiaries or Parent. Hence this Accounting Standard does not apply.

20. **AS 22- ACCOUNTING FOR TAXES ON INCOME:**

The Company adopts AS – 22 in Accounting for Taxes on Income. The material items of Deferred Tax (Assets or Liabilities) have been recognized as at the end of the year under Report. Current Tax Expense for the year includes Tax, Cess and Interest thereon. The details of Current and Deferred Tax are as under –

Particulars (Amount in Rs.)	Current Year	Previous Year
1. Current Tax	(6,23,90,110)	(68,73,978)
2. Deferred Tax Items –		
(a) Deferred Tax Liability (DTL):		
• (Creation): Depreciation Difference	63,54,357	-
• Reversal: Depreciation Difference		11,26,846
(b) Deferred Tax Assets (DTA)		
• Creation: Audit Fees Originating Timing Difference	-	-
• (Reversal): Audit Fees Reversing Timing Difference	-	(49,50,023)

21. **AS 23- ACCOUNTING FOR INVESTMENTS IN ASSOCIATES IN CONSOLIDATED FINANCIAL STATEMENTS:**

This Standard is not applicable to the Company for the year under review.

22. **AS 24- DISCONTINUING OPERATIONS:**

This Standard is not applicable to the Company for the year under review.

23. **AS 25- INTERIM FINANCIAL REPORTING:**

This Standard is not applicable to the Company for the year under review.

(b) Transactions with related parties (Previous year figures are in brackets) (Amounts in Rs.)

Serial No.	1	2	3	4	5	7	8
Name	D Venkatesan	D Manikandan	Airtrec Equipments (Prop:Revathi Venkatesan)	Apex Material Sciences	Bharani Engineering Industries Private Limited	Airflow Energy Solutions Private Limited	Nautone Private Limited
Nature & Volume Transactions							
a. Directors Remuneration	48,00,000 (PY.48,00,000)	48,00,000 (PY.48,00,000)	-	-	-		
b. Rent Paid	Nil (PY-Nil)	Nil (PY-Nil)	Nil (PY-Nil)	Nil (PY-Nil)	-		
c. Purchase Goods/Service	-	-	-	- (PY - Nil)	1,21,94,534 (PY-3,64,93,989)		
d. Sales	-	-	-	-	1,05,45,000 (PY-52,25,950)		
e. Salary	-	-	Nil (PY-nil)	-	Nil (PY-nil)		
Amount Payable/ (receivable) on 31.03.2024	NIL (PY. Nil)	NIL (PY. Nil)	31,07,986 (PY-20,75,986)	(1,21,43,789) (PY- (1,21,43,789)	3,08,46,550 (PY-4,01,18,841)	25,73,500 (PY- (25,73,500)	(38,00,000) (PY- (38,00,000)
Amount written off / written back during the year	Nil	Nil	Nil	Nil	Nil	Nil	Nil

24. **AS 26- INTANGIBLE ASSETS:**

During the Current Accounting Year the Company does not have any Intangible Assets.

25. **AS 27- FINANCIAL REPORTING OF INTEREST IN JOINT VENTURES:**

This Accounting Standard is not applicable to the company as the Company has not entered into any Joint Venture.

26. **AS 28- IMPAIRMENT OF ASSETS:**

As on the Balance Sheet date, the Carrying Amount of the Assets, net of Accumulated Depreciation, is not less than the Recoverable Amount of such assets. Hence there is no Impairment Loss on the Assets of the Company.

27. **AS 29-PROVISIONS AND CONTINGENT LIABILITIES:**

There are no Contingent Liabilities for the year. Provisions have been made in the books of accounts wherever applicable, where the outflow of economic resources from the Company is probable and quantifiable.

28. **PREVIOUS YEARS' FIGURES** have been re-grouped and re-aligned wherever appropriate, to facilitate better comparison. Consequent to Schedule III mandatory requirement, figures have been rounded off in Rs. thousands and the summations / differences are to be construed accordingly.

29. **AS 30, 31 & 32- FINANCIAL INSTRUMENTS- RECOGNITION AND MEASUREMENT, PRESENTATION AND DISCLOSURE:**

These Standards are not applicable to the Company for the year under review.

30. **OTHER INFORMATION:**

A. Details of Shareholders:

Note: This is also the Shareholding of Promoters & Directors.

No.	Name	Folio No.	No. of Shares held	% Shares	Class of Shares	On 31/03/2024
1.	D Venkatesan	1	21,65,332	43.35%	Equity Share	Director
2.	D Manikandan	2	21,65,333	43.35%	Equity Share	Director
	Total		43,30,665	87.70%		

Note: This is also the Shareholding of Promoters & Directors

B. Disclosure under Micro, Medium and Small Enterprises Development Act, 2006 (MSMED Act)

Financial Year ending on	31.03.2024	31.03.2023
1. Principal Amount and Interest due thereon (to be shown separately) remaining unpaid to any Supplier as at the end of the accounting year		
Principal Amount due to Creditors being Micro and Small Enterprises	32,41,745	57,18,171
Principal Amount due to Creditors other than Micro and Small Enterprises	49,39,32,819	40,45,51,512
Interest due thereon	NIL	NIL

Financial Year ending on	31.03.2024	31.03.2023
2. Interest paid by the Company in terms of Section 16 under MSMED Act, along with the amounts of the payment made to the Supplier beyond the appointed day during each accounting year.	NIL	NIL
3. Amount of Interest Due and Payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	NIL	NIL
4. Amount of Interest Accrued and remaining unpaid at the end of each accounting year	NIL	NIL
5. 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 MSMED Act.	NIL	NIL

C. Borrowings Usage for Specified Purpose: The Company has got long-term / short-term Borrowings from Banks and Financial Institutions as on the Balance Sheet date. These amounts of Borrowings from Banks and Financial Institutions have been used for the specific purpose for which it was taken.

31. ADDITIONAL REGULATORY INFORMATION relating to Balance Sheet Items:

- A. **Title Deeds of Immovable Property:** The Company has Immovable Property as on the Balance Sheet date. The Title Deeds of such Immovable Property are held in the name of the Company. There is no item to report under Title Deeds NOT held in the name of the Company.
- B. **Revaluation of PPE:** The Company has not revalued its Property, Plant and Equipment during the current financial year ending on 31st March. Hence, the reporting relating to whether the revaluation is based on the valuation by a Registered Valuer as defined under Rule 2 of the Companies (Registered Valuers and Valuation Rules 2017, does not arise for this Company.
- C. **Advances given to Promoters, etc.:** There are no Loans and Advances in the nature of Loans are granted to Promoters, Directors, KMPs and the Related Parties (as defined under Companies Act, 2013.) either severally or jointly with any other person, that are: (a) repayable on demand or (b) without specifying any terms or period of repayment, during the current financial year or during the previous financial year.
- D. **Capital WIP:** There are no items of Capital–Work–in–Progress (CWIP). Hence, the details pertaining to Ageing Schedule of CWIP does not arise for this Company.
- E. **Intangibles under Development:** There are **no** items of Intangible Assets under development. Hence, the details pertaining to Ageing Schedule of Intangible Assets under development does not arise for this Company.
- F. **No Benami Property:** The Company does **not** have any item in respect of Benami Property held. There are **no** proceedings initiated or pending against the Company under the Benami Transactions (Prohibition) Act, 1988 and the Rules made thereunder.
- G. **Quarterly Statement of Current Assets:** The Company has Bank Working Capital Facilities from Banks or Financial Institutions on the basis of security of Current Assets, and also secured by its Movable and Immovable Properties. The Quarterly Returns or Statements of Current Assets are in agreement with the Books of Accounts of the Company.

- H. **Not Wilful Defaulter:** The Company has **NOT** been declared as a Wilful Defaulter by any Bank of Financial Institutions or Other Lender during the current financial year or during the previous financial year. Hence, the reporting relating to Wilful Defaulter does not arise for this Company.
- I. **Relationship with Struck Off Companies:** The Company does not have any transaction or other relationship with struck-off Companies, to the extent of the knowledge of the Board.
- J. **Charges / Satisfaction:** In respect of Loans closed, the Company is in the process of obtaining No Due Certificates from Lenders and filing the satisfaction of charges with the Registrar of Companies.
- K. **Layers of Companies:** The Company does not have any related layer of Companies. Hence, the reporting as to compliance with Number of Layers prescribed under Clause (87) of Section 2 of the Act read with the Companies (Restriction of number of Layers) Rules, 2017, does not apply to this Company.
- L. **Approved Scheme(s) or Arrangement(s):** The Company has no scheme(s) of arrangements as approved by the competent authority in terms of Sections 230 to 237 of the Companies Act, 2013, that requires reporting and disclosure.
- M. **Usage of Borrowed Funds and Share Premium:** (a) The Company has not advanced or loaned or invested funds (either Borrowed Funds or Share Premium or any other sources or kind of funds) to any other Person (s) or Entity (ies), including Foreign Entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary will : (i) 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 (ii) provide any guarantee, security or the like to or behalf of the Ultimate Beneficiaries.
- (b) The Company has not received any fund from any Person(s) or Entity(ies), including Foreign Entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall (i) 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 (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

32. ADDITIONAL INFORMATION relating to Statement of Profit & Loss Items:

- A. **Reserves for Specific Liability, etc.:** (a) There are no material amounts set aside or proposed to be set aside, to Reserve, but not including Provisions made to meet any Specific Liability, Contingency or Commitment known to exist at the date as to which the Balance Sheet is made up. (b) Also, no material amounts have been withdrawn from any such Reserves.
- B. **Provisions for Specific Liability, etc.:** (a) There are no material amounts set aside to Provisions made for meeting Specific Liabilities, Contingencies or Commitments. (b) Also, no material amounts have been withdrawn from such Provisions, as no longer required.
- C. **Foreign Currency Payments / Imports / Dividends, etc:**

Particulars	Current Year	Last Year
Value of Imports calculated on C.I.F basis by the Company during the financial year in respect of –		
I. Raw Materials	93,69,488	93,68,578
II. Components and Spare Parts		
III. Capital Goods		
Expenditure in Foreign Currency during the financial year on account of Royalty, Know-How, Professional and Consultation Fees, Interest, and other matters	NIL	NIL
Total Value if all imported Raw Materials, Spare Parts and Components consumed during the financial year and the Total Value of all indigenous Raw Materials, Spare Parts and Components similarly consumed and the %		

of each to the Total Consumption		
Amount remitted during the year in Foreign Currencies on account of Dividends with a specific mention of the Total Number of Non-Resident Shareholders, the Total Number of Shares held by them on which the Dividends were due and the year to which the Dividends related	NIL	NIL

D. Foreign Currency Earnings:

Earnings in Foreign Exchange classified under the following heads –	Current Year	Last Year
I. Export of Goods calculated on F.O.B. basis	-	7,80,404
II. Royalty, Know-How, Professional and Consultation Fees	-	-
III. Interest and Dividend	-	-
IV. Other Income, indicating the nature thereof.	-	-

E. **Undisclosed Income:** There is no transaction not recorded in the books of accounts that has been surrendered or disclosed as Income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961). There is no material item of previously unrecorded income and related assets that have been properly recorded in the books of account during the year.

F. **Corporate Social Responsibility (CSR):** In accordance with the provisions of Section 135 of the Companies Act, 2013, (Act) the Company is required to undertake Corporate Social Responsibility (CSR) activities, and incur CSR Expenditure as per the provisions of the Act, provided the Company meets the specified criteria / thresholds with respect to the profits or turnover or net worth in the immediately preceding financial year.

a	amount required to be spent by the company during the year	19,64,272/-
b	amount of expenditure incurred	NIL
c	shortfall at the end of the year	19,64,272/-
d	total of previous years shortfall	70,39,696/-
E	reason for shortfall,	The Company does not currently have sufficient infrastructure to effectively and efficiently implement its Corporate Social Responsibility (CSR) activities. In order to address this and focus more on Corporate Social Responsibility (CSR) activities, the Company has set up a CSR Committee. The CSR Committee in co-ordination with the management of the Company is in the process of identifying and finalizing activities to be undertaken by the Company under its CSR initiatives. The Company intends to scale up its CSR initiatives in a phased manner to meet its obligation of spending 2% of the average net profits on CSR activities, as required under Section 135 of the Companies Act, 2013. In the meantime, in compliance with Section 135(5) of the

		Act, shortfall in the CSR obligation not related to ongoing projects will be transferred to a designated fund specified under Schedule VII of the Companies Act, 2013.
F	nature of CSR activities	As the company is yet to undertake CSR activities by its own, it has decided to contribute the amount due towards CSR obligation to the prime minister's national relief fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund)] or any other eligible funds set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;
g	details of related party transactions, i.e., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	NIL
h	where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	NA


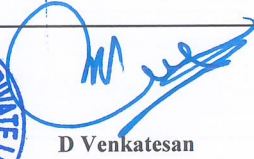
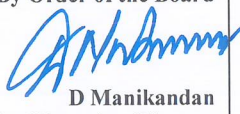
G. Key Ratios

		2023-24	2022-23	Reason for variance
a	Current Ratio	1.26	1.1	
b	Debt-Equity Ratio	0.21	0.15	
c	Debt Service Coverage Ratio	2.49	1.27	
d	Return on Equity Ratio	27.40%	1.08%	The company in current year focused on higher margin products and better absorption of overheads. This resulted in favourable variance.
e	Inventory turnover ratio	2.48	2.10	
f	Trade Receivables turnover ratio	1.82	1.90	
g	Trade payables turnover ratio	1.24	1.33	
h	Net capital turnover ratio	5.80	6.78	
i	Net profit ratio	11.33%	0.48%	
j	Return on Capital employed	45.96%	27.71%	The company in current year focused on higher margin products and better absorption of overheads. This resulted in favourable variance.
k	Return on investment	45.96%	27.71%	The company in current year focused on higher margin products

				and better absorption of overheads. This resulted in favourable variance.
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(above Ratios to be disclosed in the notes for current year and previous year with explanation for any change in the ratio by more than 25% as compared to the preceding year as per Sch III. The company shall explain the items included in numerator and denominator for computing the above ratios. Further explanation shall be provided for any change in the ratio by more than 25% as compared to the preceding year.)

H. **Crypto / Virtual Currency:** The Company has not traded or invested in Crypto Currency or Virtual Currency during the current financial year or preceding financial year.

Place: Chennai		 D Venkatesan Managing Director DIN: 00232210	By Order of the Board
Date: 21/09/2024			 D Manikandan Joint Managing Director DIN: 00232275

NOTE 1: SHARE CAPITAL: The details of Share Capital are given below –

A. Authorised, Issued, Subscribed, Called and Paid Up Capital (Amounts in Rs.)

Particulars for the year ending	31.03.2024	31.03.2023
Authorised Capital: 50,00,000 Equity Shares of Rs. 10 each	5,00,00,000	5,00,00,000
Issued, Subscribed & Fully Paid Up: 49,95,000 Equity Shares of Rs.10 each	4,99,50,000	4,99,50,000

Note : The authorized share capital of the company is increased to Rs. 25 Crores in Extra Ordinary General Meeting held on 24th June 2024

B. Reconciliation of Number and Amount of Shares:

Particulars for the year ending	31.03.2024 (Rs.10 per Share)		31.03.2023 (Rs.10 per Share)	
	No. of Shares	Amt (Rs.)	No. of Shares	Amt (Rs.)
Opening Balance (at year– beginning)	49,95,000	4,99,50,000	49,95,000	4,99,50,000
Add: Fresh Issue	Nil	Nil	Nil	Nil
Add: Bonus Issue	Nil	Nil	Nil	Nil
Closing Balance (at year–end)	49,95,000	4,99,50,000	49,95,000	4,99,50,000

C. Rights, Preferences and Restrictions attached to Shares:

Classes: The Company has only one Class of Equity Shares of Rs.10 each.

Voting Rights: Every Share carries one vote.

Dividend Rights: Every Share has equal dividend rights as % of Dividend.

Restrictions: No Shares shall be transferred to any person who is not a Member unless such person is approved by the Directors as one whom is desirable in the interests of the Company to admit to Membership.

Other Matters: The Regulations contained in Table F in the First Schedule to the Companies Act, 2013 apply to this Company in so far as they are not inconsistent with any of the provisions contained in the Articles of Association of the Company.

D. Shares held by each Shareholder holding more than 5% Shares

Year ending 31.03.2024			Year ending 31.03.2023		
Name of Shareholder	No. of Shares	%	Name of Shareholder	No. of Shares	%
D.Venkatesan	21,65,332	43.35%	D.Venkatesan	24,97,500	50%
D.Manikandan	21,65,333	43.35%	D.Manikandan	24,97,500	50%
Aparna Takkar	6,64,335	13.30%			
Total	49,95,000	100%	Total	49,95,000	100%

E. Details of Shares held Promotors

Year ending 31.03.2024			Year ending 31.03.2023		
Name of Shareholder	No. of Shares	%	Name of Shareholder	No. of Shares	%

D.Venkatesan	21,65,332	43.35%	D.Venkatesan	24,97,500	50%
D.Manikandan	21,65,333	43.35%	D.Manikandan	24,97,500	50%
Total	43,30,665	86.7%	Total	49,95,000	100%

F. Additional Information:

1. There are no Shares held by any Holding Company or Subsidiary or Associate.
2. There are no Shares reserved for issue under Options and Contracts/ Commitments for the sale of Shares/ Disinvestment, etc.
3. For the period of 5 years immediately preceding the date as at which the B/Sheet is prepared, there are no items in respect of the following matters –
 - (a) Aggregate Number and Class of Shares allotted as Fully Paid Up pursuant to Contract(s) without payment being received in Cash.
 - (b) Aggregate Number and Class of Shares allotted as fully Paid Up by way of Bonus Shares.
 - (c) Aggregate Number & Class of Shares bought back.
4. There are no Securities which are convertible into Equity / Preference Shares of the Company.
5. There are no unpaid calls and no Forfeited Shares.

AIRFLOA RAIL TECHNOLOGY PRIVATE LIMITED

Formerly Known as Air Flow Equipments (India) Private Limited

No. 9 Chelliamman Koil Street Keelkattalai Chennai – 600 117

CIN: U29309TN1998PTC041571

Phone : 044 2247 4784;

Website: <http://airflow.co.in/> email: airflow1998@hotmail.com**NOTES TO THE FINANCIAL STATEMENTS AS ON 31ST MARCH 2024****(Amount in 000s)****Particulars as at 31st March****31.03.2024****31.03.2023****Note 2 : Reserves and Surplus****Particulars**

Surplus(Balance in P&L A/c) : Opening Balance	3,75,650	3,71,069
Add: Profit for the year	1,35,115	4,580
Closing Balance	5,10,765	3,75,650

Note 3 : Long Term Borrowings**Term Loans****(a) From Banks**

Secured Term Loans	9,964	32,647
Unsecured Term Loans	-	1,329

(b) From Financial Institutions

Unsecured Loans from Others	87,635	28,925
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(c) From Related Parties**Loans and Advances from Related Parties**

From Directors	22,688	686
Total	1,20,287	63,588

Note 4 : Deferred Tax Liability(Net)

Deferred Tax Liability on Account of Depreciation of Property, Plant & Equipment	10,989	11,539
Deferred Tax Asset for disallowance for Tax deducted but not remitted for Contract, Rent and Professional Fees u/s 40(a)(ia)	-	(6,905)
	10,989	4,634

Note 5: Long Term Provisions

Provision for Gratuity	7,537	-
Total	7,537	-

Note 6: Short Term Borrowings

Cash Credit with Axis Bank (Secured against Stock and Book Debts)	3,53,417	3,54,772
Cash Credit with Union Bank (Secured against Stock and Book Debts)	1,81,781	1,79,546
Total	5,35,198	5,34,318

For Airfloa Rail Technology Private Limited

D. Venkatesan

Managing Director

DIN: 00232210

Place: Chennai

D. Manikandan

Joint Managing Director

DIN: 00232275

Date: 21.09.2024



Note 7 : Other Current Liabilities

Audit Fees Payable	8,325	10,377
EPF Payable	3,967	650
ESI Payable	318	98
Wages & Salaries Payable	11,988	28,651
TDS Payable	9,387	5,616
Rent & Other Payable	5,093	1,154
Customs Duty Payable	17,735	1,138
GST Payable	54,891	6,477
Interest Payable	733	
Total	1,12,439	54,161

Note 9 : Short Term Provisions

Provision for Taxation	58,761	1,251
Provision for Gratuity	2,069	-
Provision for Interest on TDS	1,106	-
	61,936	1,251

Note 10: Long Term Loans and Advances

Business Project Advances	-	5,303
Security Deposits	17,858	3,329
Southern Railway FD	111	111
Sales Tax Deposit	3	3
Total	17,972	8,746

Note 11: Other Non Current Assets

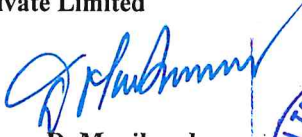
Electricity Deposit	735	513
EMD	30,580	30,191
Total	31,315	30,704

Note 12 : Trade Receivables - Unsecured, considered Good

(a) Outstanding for more than 6 months from the due date of payment	4,62,914	4,20,563
(b) Others	5,68,558	92,936
Total	10,31,472	5,13,499

For Airfloa Rail Technology Private Limited


D. Venkatesan
 Managing Director
 DIN: 00232210
 Place: Chennai


D. Manikandan
 Joint Managing Director
 DIN: 00232275
 Date: 21.09.2024



Note 13 : Cash and Cash Equivalents

(A) Cash in Hand	97	344
(B) Balance with Bank		
(i) Current Account with Union Bank	1,321	8,780
(ii) Current Account with Axis Bank	963	2,071
(C) Fixed deposits with Banks	18,575	23,256
Total	20,956	34,452

Note 14 : Other Current Assets**(a) Advances and Deposits**

Advance to Service Providers	-	2,203
Salary & Other Advances	5,996	8,382
GST Input Tax Credit / GST TDS Unavailed	3,202	10,043
Taxes Pending Adjustments	-	1,251
Rent Advance	3,213	24,144
Total	12,410	46,024

Note 15: Revenue from Operations

Revenue from Sale of Products	11,93,036	9,51,739
Sale of Services	-	-
Total	11,93,036	9,51,739

Note 16 : Other Income

Interest Income	3,487	1,396
Discount Received	-	40
Exchange Rate Gain	-	9
Write Back of Liabilities	34,264	-
Total	37,751	1,445

Note 17: Cost of Material Consumed

Opening Stock	5,03,238	4,04,654
Purchases	5,66,013	5,49,545
Sub-Total	10,69,251	9,54,200
Less: Closing Stock	(4,58,029)	(5,03,238)
Total	6,11,223	4,50,961

Note 18 : Employee Benefit Expenses**(A) Salary and Wages**

Wages, Salaries and Staff Welfare Expenses	83,087	1,10,491
Managerial Remuneration	9,600	9,600
Labour & Service charges	30,157	63,590
Sub-Total	1,22,845	1,83,681

(B) Contribution to PF and Other Funds

Contribution to Provident Fund	3,272	3,287
Contribution to Employee State Insurance	507	712
Employee Gratuity	2,447	
Sub-Total	6,226	3,999
Total	1,29,071	1,87,680

For Airfloa Rail Technology Private Limited

D. Venkatesan

Managing Director

DIN: 00232210

Place: Chennai

D. Manikandan

Joint Managing Director

DIN: 00232275

Date: 21.09.2024



Note 19: Finance Costs

Interest on Bank Loan	67,473	60,280
Bank Processing Charges, LC Charges	27,820	58,087
Interest on Loan from Others	15,218	14,362
Total	1,10,511	1,32,728

Note 20: Direct Expenses**1. Direct Expenses**

Freight & Service Charges	19,690	38,433
Rent, Electricity & Repairs	34,127	54,259
Testing Charges & Other expenses	4,205	2,313
Factory Maintenance	2,456	4,273
Insurance & License	2,410	2,713
	62,889	1,01,992

Note 21: Other Expenses**2. Indirect Expenses**

Audit Fee	2,400	2,400
Computer Maintenance	20	39
Donation Expenses	783	220
Interest under Income Tax, EPF, TDS etc.	4,466	32
Professional and Consultancy Charges	5,422	11,337
Consultancy Charges	54	-
Vehicle Maintenance	989	1,527
Office Maintenance	3,289	3,746
Printing, Postage and Stationery	703	1,012
Rates, Taxes and Legal Expenses	21,957	13,831
Telephone Charges	768	820
Travelling & Conveyance	6,240	8,155

3. Selling & Distribution Charges


Advertisement and Business Promotion Expenses	10,721	3,886
Rate Differences and Contract Variations	18,980	(2,650)
Total	76,791	44,355

Note 22: Prior Period Items and exceptional items

Provision for Gratuity - Prior periods	7,159	-
Total	7,159	-

For Airfloa Rail Technology Private Limited


D. Venkatesan
 Managing Director
 DIN: 00232210
 Place: Chennai


D. Manikandan
 Joint Managing Director
 DIN: 00232275
 Date: 21.09.2024



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Phone : 044 2247 4784; Website: <http://airflow.co.in/> email: airflow1998@hotmail.com**Note 8 - PROPERTY, PLANT AND EQUIPMENT & DEPRECIATION FOR THE YEAR ENDING 31.03.2024****(Amount in 000s)**

Particulars	Rate	Original Cost				Accumulated Depreciation				Net Block	
		As on 01.04.2023	Additions	Deletions	As on 31.03.2024	As on 01.04.2023	Additions	Deletions	As on 31.03.2024	As on 31.03.2023	As on 31.03.2024
Computer	63.16%	10,078	197	-	10,274	7,941	1,424	-	9,364	2,137	910
Plant & Machinery	18.10%	1,24,357	31	-	1,24,388	60,606	11,539	-	72,145	63,751	52,243
Plant & Machinery	31.23%	-	6,886	-	6,886	-	835	-	835	-	6,051
Furniture & Fittings	25.89%	18,540	75	-	18,615	4,055	3,767	-	7,822	14,486	10,793
Vehicle	31.23%	5,547	-	-	5,547	5,039	159	-	5,198	508	349
Car	31.23%	15,551	-	-	15,551	13,492	643	-	14,135	2,059	1,416
Airconditioner	18.10%	270	-	-	270	186	15	-	201	84	69
UPS	0.00%	307	-	-	307	307	-	-	307	-	-
Building	9.50%	25,617	-	-	25,617	11,835	1,309	-	13,144	13,782	12,473
Land	0.00%	1,32,473	-	-	1,32,473	-	-	-	-	1,32,473	1,32,473
Electrical Equipments	25.89%	5,139	-	-	5,139	3,706	371	-	4,077	1,433	1,062
CREO Elements	0.00%	515	-	-	515	484	-	-	484	31	31
Office Equipments	45.07%	1,160	-	-	1,160	1,063	44	-	1,107	97	53
Planning Software	0.00%	1,088	-	-	1,088	1,033	-	-	1,033	54	54
Machinery (Unit 5)	18.10%	93,969	-	-	93,969	70,935	4,169	-	75,104	23,034	18,865
Building - Block 1 (Unit 5)	4.87%	1,56,003	1,800	-	1,57,803	53,156	5,009	-	58,165	1,02,848	99,639
Total		5,90,613	8,988	-	5,99,602	2,33,836	29,284	-	2,63,120	3,56,778	3,36,482