Valiant Communications Limited
(An ISO 9001:2015 and ISO 14001:2015 Certified Company)
Regd. Office : 71/1, Shivaji Marg, New Delhi 110015, India
Corporate Identity No. : L74899 DL1993 PLC056652 | GSTIN : 07 AAACV4250G 1ZJ
T : +91-11-2592 8415, 2592 8416, 2541 0053 | F : + 91-11-2543 4300, 4105 5604
E : admin@valiantcom.com | W : www.valiantcom.com

VALIANT COMMUNICATIONS

Date: September 05th 2022

BSE Limited,
Deputy General Manager
Corporate Relationship Department
Ist Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort
Mumbai - 400 001

Ref: **Compliance with Regulation 34(1) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('Listing Regulations')**

Dear Sir/Madam,

In compliance with Regulation 34(1) of the Listing Regulations, please find enclosed herewith the Annual Report of the Company for the year ended March 31st 2022, along with the Notice convening the Twenty-Nine Annual General Meeting (AGM) of Valiant Communications Limited on Friday, September 30, 2022 at 09:30 a.m. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

We request you to please take the same on record.

Sincerely,
For Valiant Communications Limited

Valiant Communications Ltd. 71/1 Shivaji Marg New Delhi 110 015 India

Manish Kumar
Company Secretary
Encl: as above

VALIANT COMMUNICATIONS



2021-22

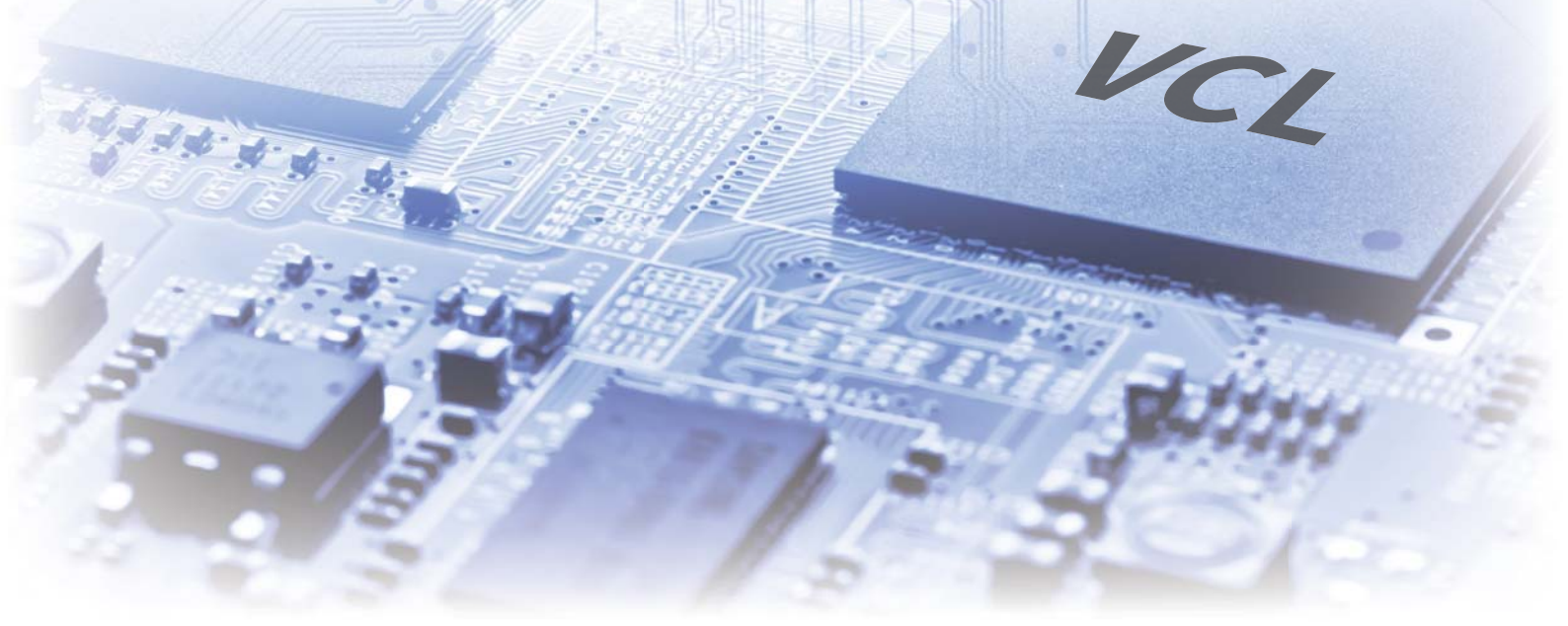
ANNUAL REPORT

Valiant Communications Ltd.

VALIANT COMMUNICATIONS

ABOUT VALIANT COMMUNICATIONS

- Established in 1993.
- An ISO 9001:2015, ISO 10001:2018, ISO 14001:2015,ISO 27001:2013 and ISO 45001:2018 certified equipment manufactured of Communication, Transmission, Protection, Synchronization, IP/MPLS Routers and Cyber Security solutions.
- Provides a powerful blend of “innovation, quality and economics”.
- Successful installaltions in over 110 countries, worldwide.
- Global footprint with offices in USA, UK, Canada and India.
- Regional Distributor offices in 25 countries.



VALIANT COMMUNICATIONS LIMITED manufactures a wide range of communication, transmission, synchronization and cyber security solutions with successful installations of VCL equipment in over 110 countries.

Valiant offers these products and solutions for Power Utilities, Oil & Gas sector, Railways & Metro Rail Networks, Airport Communications networks, Mobile and Corporate networks.

Globally, Valiant has successful installations of its equipment in over 4,500 power sub-stations of 765kV, 440kV, 400kV, 384kV, 220kV, 132kV, 110kV, 66kV and 33kV.

Valiant is using its domain knowledge in the field of communication, transmission, distance and differential protection, gird synchronization, IP/MPLS routing, network reliability with failover, and cyber security solutions that are specially designed for the utility sector, to provide unique and state-of-the-art solutions to utility customers, globally.



VCL unique “Beyond the Firewall” Cyber Security solution detect firewall breaches, network intrusions and cyber-attacks in near “real-time”. These solutions provide the user, the data, to conduct forensic analysis and trace the attack route which assists the user to identify the points of network vulnerability. The VCL customer is able to take appropriate defensive measures to build an elaborate, fully customizable roadmap to develop an advanced network cyber defence strategy.



VCL provides a comprehensive and advanced range of “Cyber Security” solutions that consist of a “Cyber Smart-Rack” and “Beyond the Firewall” network security devices that include “Network Traffic Sniffers”, “Network Decoy / advanced Honeypot Servers” and “Network Isolation Switches” that assist its users to implement and deploy advanced comprehensive defence measures against cyber-attacks.

Valiant intends to remain focussed towards designing and developing advanced communication, transmission, synchronization and cyber security solutions for the domestic and international communication marketplace and strive to attain a role of leadership in this domain.

VALIANT COMMUNICATIONS

Board of Directors
Mr. Inder Mohan Sood
Managing Director

Mr. Davinder Mohan Sood
Executive Whole-time Director

Mr. Gaurav Mohan Sood
Executive Whole-time Director

Mr. Gaurav Kaura
Independent Non-Executive Director

Mr. Sumit Mehta
Independent Non-Executive Director

Mr. Avinash Verma
Independent Non-Executive Director

Ms. Neepa Chatterjee
Independent Non-Executive Director

Secretary
Mr. Manish Kumar

Registered Office
71/1, Shivaji Marg, New Delhi-110 015
T: 011-2592 8415, E: investors@valiantcom.com

Corporate Identification Number
L74899DL1993PLC056652

Bankers
Kotak Mahindra Bank Ltd.
HDFC Bank Ltd.
Punjab & Sind Bank Ltd.
ICICI Bank Ltd.
ICICI Bank UK plc., U.K.
Barclays Bank plc., U.K.

Auditors
Pawan Nanak Bansal & Co.
Chartered Accountants
Z-418B, Sector-XII, Noida (U.P.)

Share Registrars
Link Intime India (P) Ltd.
Noble Heights, 1st floor,Plot No NH-2,
C-1 Block, LSC, Near Savitri Market,
Janakpuri, New Delhi - 110058

Overseas Offices
Valiant Communications (UK) Limited
Central House Rear Office,124 High Street,
Hampton Hill, Middlesex TW12 1NS, United Kingdom

Valcomm Technologies Inc.
4000 Ponce de Leon Blvd.,
Suite 470, Coral Gables, FL 33146, USA

communication & transmission solutions

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DIRECTORS' REPORT

To the Members,
The Directors present their 29th Annual Report on the business and operations of the Company and the audited statement of accounts for the year ended 31 March 2022.

Financial Results

(In ₹ thousands)

Particulars	Standalone		Consolidated	
	2021-2022	2020-2021	2021-2022	2020-2021
Sales & Other Income	**1,28,426**	1,88,819	**1,48,266**	2,42,219
Profit (Loss) before depreciation, exceptional items and taxation	**(22,273)**	27,341	**(15,712)**	39,077
Less :				
Depreciation	**20,434**	18,039	**20,434**	18,039
Taxes	**(10,881)**	2,179	**(9,810)**	5,002
Net profit/(loss) after tax	**(31,826)**	7,123	**(26,336)**	16,036
Other comprehensive income (net)	**(108)**	1,787	**1,764**	8,043
Total comprehensive income	**(31,934)**	8,910	**(24,572)**	24,079

Corporate Highlights

During the year under review, the total income is ₹ 1,28,426 thousand (previous year: ₹ 1,88,819 thousand). The profit (loss) before depreciation and taxation is (₹ 22,273) thousand (previous year: ₹ 27,341 thousand) and the net profit (loss) is (₹ 31,826) thousand (previous year: ₹ 7,123 thousand).

At consolidated level, the total income is ₹ 1,48,266 thousand (previous year: ₹ 2,42,219 thousand). The profit (loss) before depreciation and taxation is (₹ 15,712) thousand (previous year: ₹ 39,077 thousand) and the net profit (loss) is (₹ 26,336) thousand (previous year: ₹ 16,036 thousand).

Operations and State of Affairs

The operation and state-of-affairs have been adequately explained in Management Discussion and Analysis segment and form part of this report.

COVID-19 and its impact

Towards the end of the previous financial year, the World Health Organisation (WHO) declared COVID-19 a pandemic and the outbreak, which infected millions, has resulted in deaths of a significant number of people globally. COVID-19 is seen having an unprecedented impact on people and economies worldwide. During the 1st quarter of the year, your Company had to temporarily suspend its operations as per the directives of the Government, keeping in mind the paramount need of safety of the employees. The Company is taking all necessary measures in terms of mitigating the impact of the challenges being faced in the business. The Company is working towards being resilient in order to sail through the current situation. It is focused on controlling the fixed costs, maintaining liquidity and closely monitoring the supply chain to ensure that the manufacturing facilities operate smoothly.

Subsidiaries and their Performance

To explore the emerging opportunities in communications business and infrastructure development, the Company has established direct subsidiaries, viz. Valiant Communications (UK) Limited, United Kingdom and Valiant Infrastructure Limited, India, as part of its future growth strategy. Whereas, Valcomm Technologies Inc., USA, is its step-down subsidiary of the Company. The statement containing the salient features of the financial statements of the aforesaid subsidiaries is annexed herewith as Annexure-1.

During the reported year, Valcomm USA has added the prestigious customers to its customer reference list. These include Tesla (applications for Time Synchronization of high-speed cameras for crash testing), Embark Trucks (Self-Driving Trucks) and GE Renewable (Grid solutions).

Whereas, Valiant UK has also been approved as registered vendor with Siemens for Lithuania and Latvia.

The Company has adopted a policy for determining Material Subsidiaries in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). The Policy, as approved by the Board, is uploaded on the Company's website at the web link: https://www.valiantcom.com/corporate/cp/material-subsidiary-policy.pdf

There were no transactions during the year which would require to be reported in Form AOC-2.

Consolidated Financial Statements

As required under Section 129 of the Companies Act, 2013 ("the Act") and the Listing Regulations, the audited Consolidated Financial Statements of the Company and its subsidiaries, prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS"), form part of the Annual Report and are reflected in the Consolidated Financial Statements.

The annual accounts of the subsidiaries and related detailed information will be kept at the Registered Office of the Company, as also at the registered offices of the respective subsidiary companies and will be available to investors seeking information at any time. They are also available on the website of the Company.

Share Capital
The paid-up Equity Share Capital as on 31 March 2022 was ₹ 72,235 thousand. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

Transfer to Reserves
The Company does not propose to transfer any amount to the General Reserve out of the amount available for appropriations.

Dividend
In view of loss occurred in the year under reporting and expected foreseeable growth opportunities, the Board intends to retain the financial resources of the Company and therefore, finds it prudent not to propose any dividend for the year under reporting.

Dematerialisation of Equity Shares
As on 31 March 2022, 97.86% (previous year: 97.85%) of the outstanding equity shares of the Company have been dematerialized.

Deposits
During the year under review, your Company has not taken any public deposits.

Particulars of Loans, Guarantees and Investments
During the year under review, your Company has not given any loans, guarantees or made investments under Section 186 of the Act, 2013.

Related Party Transactions
All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations. There were no materially significant Related Party Transactions made by the Company during the year that would have required Shareholders' approval under the Listing Regulations.

All Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature. A statement of all Related Party Transactions is placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

During the year under review, your Company has not entered in any kind of transaction, referred in Clause 2 and 2A, Part A of Schedule V of Listing Regulations.

The Company has adopted a Related Party Transactions Policy. The policy, as approved by the Board, is uploaded on the Company's website at the web link: https://www.valiantcom.com/corporate/cp/materiality-related-party.pdf

Details of the transactions with Related Parties are provided in the accompanying financial statements.

Risk Management Policy
The Company has adopted a Risk Management Policy in accordance with the provisions of the Act and the Listing Regulations. It establishes various levels of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk.

The Company has laid down procedures to inform the Audit Committee as well as the Board of Directors about risk assessment and management procedures and status.

The risk management process consists of risk identification and assessment; risk measurement, mitigation and monitoring; and risk reporting.

Board of Directors
Appointment of Directors and Key Managerial Personnel
The Members of the Company at the 26th Annual General Meeting (AGM) held on 25 September 2019, had appointed Mr. Gaurav Kaura, Mr. Avinash Verma, Mr. Sumit Mehta and Ms. Neepa Chatterjee as Independent Directors of the Company for the second term to hold office up to 24 September 2024.

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and the provisions of the Listing Regulations. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made thereunder and are independent of the management.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of commerce, laws, strategy, auditing, tax and risk advisory services, financial services, corporate governance, etc. and that they hold highest standards of integrity.

The Independent Directors of the Company have confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ('IICA') in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended. They are exempt from the requirement to undertake the online proficiency self-assessment test conducted by IICA.

The tenure of Mr. Inder Mohan Sood, Managing Director, and of Mr. Davinder Mohan Sood, Executive Whole-time Director, will expire on 16 August 2022 and 30 November 2022 respectively.

Considering their long association with the Company, the valuable services rendered and efforts made by them for improving the operations of the Company and nature of expertise they have in their respective fields, the Nomination and Remuneration Committee has recommended their re-appointment to the Board of Directors.

The Board of Directors in their meeting held on 30 May 2022, subject to the approval of the members in the forthcoming AGM; and the provisions of the Articles of Association of the Company, have re-appointed Mr. Inder Mohan Sood as Managing Director and Mr. Davinder Mohan Sood as Executive Whole-time Director of the Company, on existing terms and conditions, for a further period of three years from the date on which their respective tenures will be expired.

However, they both shall be liable to retire by rotation in accordance with the provisions of Section 152 of Companies Act, 2013.

Apart from above disclosure, there has not been any instance of appointment or resignation of Directors and Key Managerial Personnel during the year under reporting.

Policy on Appointment and Remuneration of Directors

The Company has adopted a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and other employees, pursuant to the provisions of the Act and the Listing Regulations.

In accordance with the Nomination and Remuneration Policy adopted by the Company, the Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company.

The Committee is responsible for reviewing and vetting the profile of potential candidates vis-a-vis the required competencies and meeting potential candidates, prior to making recommendations of their nomination to the Board in accordance with the Nomination and Remuneration Policy of the Company. The Nomination and Remuneration Committee has formulated the criteria for determining requisite qualifications, positive attributes such as high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgment and independence of Directors in terms of provisions of Section 178 of the Act and the Listing Regulations.

The philosophy for remuneration of Directors, Key Managerial Personnel and all other employees of the Company is based on the commitment of fostering a culture of leadership with trust. The Remuneration Policy of the Company is aligned to this philosophy.

The Nomination and Remuneration Committee has *inter-alia* considered the following factors while formulating the Policy:

(i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
(ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
(iii) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and all other employees is as per the Remuneration Policy of the Company.

The Policy, as approved by the Board, is uploaded on the Company's website at the web link: https://www.valiantcom.com/corporate/cp/nomination-remuneration-policy.pdf

Annual Evaluation of Board Performance and Performance of its Committees and of Directors

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an Annual Evaluation of its own performance, performance of the Directors and the working of its Committees based on the evaluation criteria defined by Nomination and Remuneration Committee (NRC) for performance evaluation process of the Board, its Committees and of Directors.

The Board's functioning was evaluated on various aspects, including *inter-alia* the Structure of the Board, Meetings of the Board, Functions of the Board, Degree of fulfilment of key responsibilities, Establishment and delineation of responsibilities to various Committees, Effectiveness of Board Processes, information and functioning.

The Committees of the Board were assessed on the degree of fulfilment of key responsibilities, adequacy of Committee composition and effectiveness of meetings. The Directors were evaluated on aspects such as attendance, contribution at Board/Committee Meetings and guidance/support to the Management outside Board/Committee Meetings.

The performance assessment of Non-Independent Directors, Board as a whole and the Chairman were evaluated in a separate meeting of Independent Directors. The same was also discussed in the meetings of NRC and the Board.

Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

Board and Committee Meetings

Details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The intervening gap between the Meetings was within the prescribed period.

Directors' Responsibility Statement

In terms of Section 134 (3) (c) of the Act, your directors, to the best of their knowledge and belief and according to the information and explanations obtained by them in the normal course of their work, state that, in all material respects:

a) In the preparation of the annual financial statements for the year under reporting, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b) Appropriate accounting policies have been selected, applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at reporting date and of the profit of the company for the year ended on that date;
c) Proper and sufficient care has been taken 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 annual financial statements have been prepared on a going concern basis;
e) Proper internal financial controls were in place and the financial controls were adequate and operating effectively; and
f) Proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Corporate Governance Report and Management Discussion & Analysis Report

As per the provisions of Listing Regulations, Corporate Governance Report with auditors' certificate thereon and Management Discussion and Analysis are attached and form part of this report.

Vigil Mechanism / Whistle Blower Policy

The company has a vigil mechanism named 'Whistle Blower Policy' to deal with instances of fraud and mismanagement, if any. The details of the said policy is posted on the website of the company at https://www.valiantcom.com/corporate/cp/vigil-mechanism.pdf

Reporting of Frauds

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of the Act and the rules made thereunder.

Anti-Sexual Harassment Policy

The Company has complied with the provisions of relating to the constitution of Internal Compliant Committee under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. The Company has not received any complaint of sexual harassment during the financial year under reporting.

Code of Conduct

All Board of Directors and senior management personnel have affirmed their respective annual compliance with the provisions of the Code of Conduct for the year 2021-22, laid down by the Board to govern the conduct of Directors and senior management of the Company by certain fundamental business principles, ethics, values, policies and procedures within the applicable laws, rules and regulations.

Secretarial Standards

The Company is in compliance with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

Code for Prevention of Insider Trading

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has adopted a Code for Prevention of Insider Trading. The objective of the code is to restrict an insider from dealing in the shares of the company either directly or indirectly when in possession of unpublished price sensitive information and also to restrict communication of such information. The code is applicable to directors and designated employees/ persons associated with the company. The code enumerates the procedure to be followed for dealing in the shares of the company and periodic disclosures to be made. It also restricts the insiders from dealing in the company's shares during the period when the 'Trading Window' is announced closed. The company secretary has been designated as the Compliance Officer.

The details of the said code are posted on the website of the company at https://www.valiantcom.com/corporate/cp/codes-insider-trading.html

Internal Controls Systems and Adequacy

The Company's internal audit systems are geared towards ensuring adequate internal controls commensurate with the size and needs of the business, with the objective of efficient conduct of operations through adherence to the Company's policies, identifying areas of improvement, evaluating the reliability of Financial Statements, ensuring compliances with applicable laws and regulations and safeguarding of assets from unauthorized use.

Details of the internal controls system are given in the Management Discussion and Analysis Report, which forms part of the Directors' Report.

Auditors and Audit

i) Statutory Auditors

The Members at the 24th AGM of the Company held on 29 September 2017, had appointed M/s. Pawan Nanak Bansal & Co., Chartered Accountants, (ICAI Firm Registration no. 008953C) as the Statutory Auditors of the Company to hold office for a term of five years i.e., from the conclusion of the said AGM until the conclusion of 29th AGM of the Company.

The Board of Directors of the Company at its Meeting held on 30 May 2022, based on the recommendation of the Audit Committee, re-appointed M/s. Pawan Nanak Bansal & Co., Chartered Accountants, as the Statutory Auditors of the Company pursuant to Section 139 of the Act for a second term of five (5) consecutive years i.e. from the conclusion of the 29th AGM till the conclusion of the 34th AGM to be held in the year 2027, subject to approval by the Members at the ensuing 29th AGM of the Company.

Accordingly, an Ordinary Resolution proposing the re-appointment of M/s. Pawan Nanak Bansal & Co., Chartered Accountants as the Statutory Auditors of the Company for a second term of five (5) consecutive years is set out in the Notice of the 29th AGM forming part of this Annual Report.

The Company has received their written consent along with the eligibility certificate confirming that they satisfy the criteria provided under Section 141 of the Act and that the re-appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

The Auditors' Report for the financial year ended 31 March 2022 does not contain any qualification, reservation, adverse remark or disclaimer. However, the company has reported cash losses, incurred during the reported financial year. The reason and course of action have been aptly explained in the Management Discussion and Analysis segment which forms part of this report.

ii) Secretarial Audit

In accordance with the provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Bhalla & Associates, Company Secretaries, Delhi, to undertake the Secretarial Audit of the company. The Secretarial Audit report is annexed herewith as Annexure-2.

The Secretarial Audit Report for the financial year ended 31 March 2022 do not contain any qualification, reservation, adverse remark or disclaimer.

Extract of Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on 31 March 2022 is available on the Company's website at https://valiantcom.com/corporate/extract-annual-return/extract-annual-return.html

Corporate Social Responsibility

The provisions of the Act relating to Corporate Social Responsibility are not applicable. Nevertheless, the Company shall continue its endeavor to fulfill its responsibility towards society.

Cost records

The provisions of the Act relating to maintenance of cost records are not applicable.

Material changes and commitment

There has been no material change and commitment, affecting the financial performance of the Company which occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report.

Significant and Material Orders passed by the Regulators or Courts

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

Personnel

The information required under Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 with any amendments thereto, is annexed as Annexure-3.

In terms of Section 136 of the Act, the Reports and Accounts are being sent to the shareholders excluding the information required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Any shareholder interested in obtaining the same may write to the Company Secretary at the Registered Office of the Company. The said information is available for inspection by the Members at the Registered Office of the Company on any working day of the Company.

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3) (m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 with any amendments thereto, is annexed as Annexure-4.

Acknowledgments

The Directors sincerely acknowledge the trust and confidence that has been placed by the employees, shareholders and investors in the Company. The Directors are thankful to all the employees and the officers of the Company, for their dedication, support and co-operation.

The Directors deeply regret the losses suffered due to the COVID-19 pandemic and place on record their sincere appreciation to all the front-line workers and all who have gone beyond their duties in battling against the pandemic.

On behalf of the Board of Directors
For Valiant Communications Limited

Inder Mohan Sood
Chairman and Managing Director

Place: New Delhi
Date: 30 May 2022

Annexure-1

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 of Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statements of subsidiaries/ associate companies/ joint ventures

Part "A": Subsidiaries

(In ₹ thousands)

Serial Number	**1**	**2**	**3**
Name of the subsidiary	**Valiant Communications (UK) Ltd., United Kingdom**	**Valcomm Technologies Inc., United States of America**	**Valiant Infrastructure Ltd., India**
Date since when subsidiary was acquired / formed	25.10.2004	01.02.2017	28.11.2007
Reporting period for the subsidiary, if different from the holding company's reporting period	Financial year ended on 31 March 2022 (identical with the holding company's reporting period)	Financial year ended on 31 March 2022 (identical with the holding company's reporting period)	Financial year ended on 31 March 2022 (identical with the holding company's reporting period)
Currency	GBP	USD	Rupee
Exchange Rate to ₹ as on the last date of the relevant financial year i.e. the reporting date	99.552	75.807	1.000
Share Capital	22,399	14,593	3,219
Reserves	4,981	19,446	419
Total Assets	27,916	36,292	3,649
Total Liabilities	536	2,249	11
Investments	13,729	4,189	-
Turnover	6,019	11,692	-
Profit/ (Loss) before taxation	828	5,698	39
Provision for taxation	-	1,065	10
Profit/ (Loss) after taxation	828	4,633	29
Proposed Dividend	NIL	NIL	NIL
% of shareholding	100%	100%	88.94%

Name of subsidiaries which are yet to commence operations: None
Name of subsidiaries which have been liquidated or sold during the years: None

Part "B" Associates and Joint Ventures: Not applicable

As per our report of even date
For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No.: 008953C

Alok Jain
Partner
Membership No.: 510960

For and on behalf of the Board

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 30 May 2022

Annexure - 2

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31 March 2022

FORM NO. MR-3

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
VALIANT COMMUNICATIONS LIMITED
CIN: L74899DL1993PLC056652
71/1, Shivaji Marg, New Delhi - 110 015

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Valiant Communications Limited** (hereinafter called the "Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company , to the extent the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit , the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31 March 2022, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31 March 2022 according to the provisions of:

(i) The Companies Act, 2013 ('the Act') as amended thereto and the Rules made thereunder and the relevant provisions of the Act;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
   a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
   b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
(vi) The following key/ significant laws as amended from time to time, read with applicable rules made thereunder specifically applicable to the Company:-
   1. The Delhi Shops & Commercial Establishments Act, 1954;
   2. The Child Labour (Prohibition and Regulation) Act, 1986;
   3. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
   4. The Contract Labour (Regulation and Abolition) Act, 1970;
   5. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 & EPF , FPF Schemes;
   6. The Employees' State Insurance Act, 1948;
   7. The Employees Compensation Act, 1923;
   8. The Equal Remuneration Act, 1976;
   9. The Factories Act, 1948;
   10. The Industrial Disputes Act, 1947;
   11. The Industrial Employment (Standing Orders) Act, 1946;
   12. The Maternity Benefit Act, 1961;
   13. The Minimum Wages Act, 1948;
   14. The Payment of Bonus Act, 1965;
   15. The Payment of Gratuity Act, 1972;
   16. The Payment of Wages Act, 1936;
   17. The Patents Act, 1970;
   18. The Trade Marks Act, 1999
   19. The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959;
   20. The Water (Prevention and Control of Pollution) Act, 1974;
   21. The Air (Prevention and Control of Pollution) Act, 1981;
   22. The Environment Protection Act, 1986;
   23. The Water (Prevention & Control of Pollution) Cess Act, 1977and Water (Prevention & Control of Pollution) Cess Rules, 1978
   24. Public Procurement Policy for Micro and Small Enterprise Order, 2012;
   25. Foreign Trade Policy 2015-2020;
   26. Service Export from India Scheme;
   27. Information Technology Act, 2000;
   28. Telecom Regulatory Authority of India Act, 1997;
   29. Indian Telegraph Act, 1885;
   30. Indian Wireless Telegraphy Act, 1933;
   31. Telegraph Wires (Unlawful Possession) Act, 1950
   32. The Prevention of Money Laundering Act, 2002;
   33. The Micro, Small and Medium Enterprises Development Act, 2006;

34. The Competition Act, 2002;
35. The Income Tax Act, 1961;
36. The Customs Act, 1961;
37. Goods & Services Tax Act, 2017
38. Various taxation laws (refer para 7 of 'Annexure A')

We have also examined compliance with the applicable clauses/regulations of the following:

(I) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI) with respect to board and general meetings;
(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and the Listing Agreements entered into by the Company with BSE Limited.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above, however, the provisions under section 135 of Companies Act, 2013 and Rules made thereunder related to Corporate Social Responsibility are not applicable on the company for the reporting year .Further, in the absence of required instance(s), during the period under review , the provisions of some of the above enactments were in applicable.

We further report that;

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Further, none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority.

Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the management, were taken by the requisite majority.

We further report that as represented by the Company and relied upon by us there are adequate systems and processes in the Company commensurate with its size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines; etc.

We further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

For & on behalf of
Bhalla & Associates
Company Secretaries
FRN: S2016DE424900

(Proprietor)
Sushant Bhalla
ACS: 46640 CP: 17201
Peer Review Certificate No. : 1807/2022
UDIN:- A046640D000423511

Place: New Delhi
Date: 30 May 2022

Note: This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure 'A'

To,
The Members,
VALIANT COMMUNICATIONS LIMITED
CIN: L74899DL1993PLC056652
71/1, Shivaji Marg, New Delhi - 110 015

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

7. We further report that the compliance by the Company of applicable Direct & Indirect Laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

For & on behalf of
Bhalla & Associates
Company Secretaries
FRN: S2016DE424900

(Proprietor)
Sushant Bhalla
ACS: 46640 CP: 17201
Peer Review Certificate No. : 1807/2022
UDIN:- A046640D000423511

Place: New Delhi
Date: 30 May 2022

Annexure - 3

[Pursuant to Rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

1. The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year and;
2. The percentage increase/decrease in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, or Manager, if any, in the financial year:

Name	Category / Designation	Ratio to Median	% increase (decrease) in Remuneration
Mr. Inder Mohan Sood	Managing Director & CEO	9.42 : 1	15.56
Mr. Davinder Mohan Sood	Whole-time Director & CFO	7.24 : 1	17.28
Mr. Gaurav Mohan Sood	Whole-time Director	4.48 : 1	30.00
Mr. Gaurav Kaura	Independent Director	0.09 : 1	None
Mr. Avinash Verma	Independent Director	0.09 : 1	None
Mr. Sumit Mehta	Independent Director	0.09 : 1	None
Ms. Neepa Chatterjee	Independent Director	0.09 : 1	None
Mr. Manish Kumar	Company Secretary	5.75 : 1	10.51

3. The percentage increase/ (decrease) in the median remuneration of employees in the financial year: 13.16%
4. The number of permanent employees on the rolls of Company as at reporting date: 76
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

   The percentage increase in the salaries of employees other than the managerial personnel in the last financial year is 11.36%, as against an increase of 18.34% in the salaries of the KMP. The increment given to each individual employee is based on the employees' education, potential, experience as also their performance and contribution to the Company's progress over a period of time and also the industrial standards in India.

6. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

   It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

[Pursuant to Rule 5 (2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

None of the employees' remuneration exceeds the limit specified under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Annexure - 4

Information as Section 134 (3) (m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

Conservation of Energy

The Company's operations are not power intensive and involve low energy consumption. Nevertheless, energy conservation measures and optimal use of energy through improved operational methods have already been taken, wherever possible, the details of which are as follows:

(i) Employment of highly efficient low power consuming manufacturing equipment, e.g., LED lighting and automatic testing equipment using state-of-the-art technology.

(ii) Use of programmable power supplies with equipment, which consume less power than conventional supplies.

Technology Absorption, Adaption and Innovation

The Company continues to use the latest technologies for improving the productivity and quality of its products.

Research and Development

Research and Development (R&D) is being carried out by the Company to develop special systems to meet customer requirements in the export markets. The benefits being derived from this are improved quality of products, process efficiencies, easy maintenance of products, standardization of components and above all, customer satisfaction. With a strong focus on new product development, the Company is able to adapt quickly to the needs of the customer on design and configuration modifications for any specific market.

Expenditure on Research and Development (R&D)

in ₹ thousands

Particulars	2021-2022	2020-2021
Capital	18,063	10,344
Recurring	-	-
Total	18,063	10,344
Total R&D expenditure as % of total turnover	15	6

Future Plan of Action

Emphasis will continue to be on development of new products with special focus on providing communication and transmission solutions to the customers with an effective marketing strategy.

Foreign Exchange Earnings and Outgo

The Company is an Export Oriented Unit registered under the Electronic Hardware Technology Park [EHTP] Scheme and engaged in the manufacturing of Communication and Telecom Transmission Solutions with installations in over 110 countries. Hence, operational activities of the Company are relating to exports promotion:

in ₹ thousands

Particulars	2021-2022	2020-2021
The foreign exchange earnings	90,373	83,208
The foreign exchange outgo	66,519	68,043

CEO / CFO CERTIFICATION IN RESPECT OF FINANCIAL STATEMENTS & CASH FLOW STATEMENT

(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended 31 March 2022)

To,
The Board of Directors,
Valiant Communications Limited

We have reviewed the Financial Statements and the Cash Flow Statement for the Financial Year ended 31 March 2022 and we hereby certify and confirm to the best of our knowledge and belief the following:

a) The Financial Statements and Cash Flow statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
b) The Financial Statements and the Cash Flow Statement together present a true and fair view of the affairs of the Company and are in compliance with existing accounting standards, applicable laws and regulations;
c) There are no transactions entered into by the Company during the year ended 31 March 2022 which are fraudulent, illegal or violative of Company's Code of Conduct;
d) We accept responsibility for establishing and maintaining internal controls for Financial Reporting and we have evaluated the effectiveness of these internal control systems of the Company pertaining to financial reporting. Deficiencies noted, if any, are discussed with the Auditors and Audit Committee, as appropriate, and suitable actions are taken to rectify the same;
e) There have been no significant changes in the above mentioned internal controls over financial reporting during the Financial Year 2021-22;
f) That there have been no significant changes in the accounting policies during the Financial Year 2021-22.
g) We have not noticed any significant fraud particularly those involving the management or an employee having a significant role in the Company's internal control system over Financial Reporting.

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

New Delhi, 30 May 2022

MANAGEMENT DISCUSSION & ANALYSIS

Overview

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS) issued by the Ministry of Corporate Affairs (MCA) notified under the Companies (Indian Accounting Standards) Rules, 2015. The management accepts responsibility for the integrity and objectivity of these financial statements. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner the form and substance of transaction, and reasonably present the Company's state-of-affairs and profits of the year.

Industrial Structure and Development

The business of the Company belongs to the industry of providing communication, transmission, protection, synchronization and cyber security solutions to a wide range of sectors including Power Sector Infrastructure - Sub-stations, Distribution, Transmission, Utilities – Water, Oil and Gas, Renewable Energy sector (Solar and Wind Energy etc.), Railways and Metro Rail, Airport Communication Networks, Corporate Networks, Financial Institutions, Mobile Communication Networks (including 4G/5G), Defense Networks for communication equipment, Synchronization applications for autonomous driving technology – automobiles, providing cyber security to core services (Power, Railways, Airports, Utilities) and other emerging sectors and technologies.

Our Company designs, develops, manufacturers a wide range of advanced communication, transmission, protection, synchronization and cyber security solutions.

The COVID-19 pandemic has continued to affect various stages of supply chain management from sourcing to delivery and thereby this continues to have an impact on most major economies and most industries. This has caused supply chain disruptions, component shortages and delayed contract implementation. While this situation is expected to ease in the coming quarters, the world has to continue to learn to adopt a more technology-driven model of working and living.

The respective governments, in their wisdom are doing their best to support people and business with available resources.

We once again put on record the exceptional work by the Government of India to implementation of Ministry of Micro, Small and Medium Enterprises (MSME) scheme, which has been pathbreaking. This policy has helped small and medium businesses to overcome their financial challenges and with the impetus of Make in India, is vastly improving the prospects of our Company. Our Company is in its best position since its inception to benefit with reference to its continued technology investments and developments and state-of-the-art product portfolio and solutions, for domestic and exports markets.

It is important to note and understand that global investments in technology and specifically in product and related technology development has continue to decline in the past few years while "App" based applications and investments have increased dramatically. Since our Company has continued to invest its resources in core product technologies that are essential, required and used by various sectors to enhance their productivity, we are benefitting from these investments made over the past few years.

Business Operation

Being indigenous manufacturers, Valiant is apparently a beneficiary of all business opportunities that are notably arising in the Indian Public Sector out of the 'Make in India' and *'Atmanirbhar Bharat'* initiatives of our Hon'ble Prime Minister of India.

The Company is focused on providing a mix of products, advance technologies and services for domestic and export market. Various initiatives taken by the Government of India, under the leadership of our Hon'ble Prime Minister, such as "*Aatamnirbhar Bharat",* "Make in India", "Digital India" and "PMA Policy", the Indian business scenario is vibrant and promising. All the initiatives taken by the Government of India are helping indigenous manufacturers of telecom, communications, transmission, synchronization and cyber security equipment in India.

Various products of the Company are approved by major corporations such as PGCIL (Power Grid), most State Electricity Boards (SEBs) in India and various National Electricity Companies in various countries.

Valiant is working on various opportunities to scale its products and technologies across various utility sectors and corporates. Each of its technologies has the potential to provide significant positive impact on the financials of the Company.

Being the only Indian manufacturer for various products in select domains, the Company has a distinctive advantage over its MNCs competitors. All the initiatives taken by the Government of India are helping the Company (being an indigenous manufacturer of communications, transmission, synchronization, routing and cyber security equipment) to capitalize its position in India.

There are substantial opportunities in India, wherein the products of the Company have been offered by the prominent industrial leaders in turnkey projects pertaining to power and defence sector of the country.

Opportunities

Valiant's is focusing on its MPLS Routers, Synchronization, Cyber and Network Security equipment and technology products which will have a positive impact on the Company's fortunes. Our unique range of Network Protection solutions for providing Network / Path / Equipment (Switch/Server/Router) redundancy and protection solutions for network reliability to currently cater to the network security requirements to its international customers and being received well.

Valiant continues to add features to its range of Frequency, Phase and the Time Synchronization range of products with its

GPS/GNSS based Primary Reference Clocks with integrated IEEE-1588v2 PTP Grandmaster, PTP 1588v2 Slave, PTP 1588v2 Switch & Transparent Clocks and NTP Time Server for use in various sectors. This is another area of growth for the company.

New product development, technological innovations and strength are Valiant's assets. With introduction of new products, designs, solutions and applications, Valiant looks forward to growth in sales and profits.

The Company has a focus on new product development, obtaining of certifications of the existing products in various international markets and sectors and building a larger base of distributors and value-added re-sellers through which it can sell its products, worldwide.

Quality Initiatives

Valiant believes in sustained commitment to highest levels of quality, best-in-class product offerings and robust and fair business practices to help the Company to attain its objectives.

The Company has successfully achieved the yardsticks to meet with standards ISO 9001:2015 (Quality Management), ISO 14001:2015 (Environmental Management), ISO 10001:2018 (Customer Satisfaction) and ISO 45001:2018 (Occupational Health & Safety).

The management believes that all these quality initiatives will further strengthen the Company's product-line in global market.

New Products

The Company has recently completed fully indigenous design of IP/Ethernet Repeaters to extend the communication distances without using optical amplifiers, 1G and 10G Failover / Failsafe Switches for 99.99% network and equipment redundancy and reliability, Time Synchronization equipment for use in SCADA and Utilities, and also finding niche applications in Autonomous vehicles testing.

Our Company is also addressing various significant opportunities for indigenously designed and manufactured Routers, as currently only the foreign made products of similar specifications are being offered in various projects in India for Utilities and the Defence sector.

These opportunities take more importance due to the foresight of our Honorable Prime Minister Shri Modi Ji for implementing Government policies to promote Make in India and Atmanirbhar Bharat for the manufacturing and MSME sector in India.

Our comprehensive range of Cyber Security solutions that are designed to assist organizations to *detect, prevent and secure* their network against firewall breaches and cyber-attacks are being introduced and tested in various sectors. These VCL Cyber Security Solutions function in real-time to alert the user against a network security breach and to take appropriate corrective measures, according to user's custom defined network security policy.

Valiant's Cyber Security solution detects firewall breaches, network intrusions and cyber-attacks in near “real-time”. It provides the user, the data, to conduct forensic analysis and trace the attack route which assists the user to identify the points of network vulnerability.

Valiant's customer is able to identify the attacking entity, the IP address and the country from where the attack is originating in near real-time and to take appropriate defensive measures against such cyber-attacks, ransomware attacks as and when they occur. Valiant's Cyber Security solution is very different from other security solutions that report a network security breach long after the event - when the damage has already been done.

Valiant's cyber-security solution can be used by the network administrator to build an elaborate, fully customizable roadmap to develop an advanced network defense strategy to detect network intrusions in near real-time and to generate network alerts as well as audio and visual alarms, while a cyber-attack is in progress. Valiant's cyber-security solutions may deployed by the network administrator to also automatically isolate the network, or create operational isolation zones; or to alternately provide an automatic switchover to a redundant network / redundant firewall whenever a hostile intrusion or firewall breach is detected in the user's primary network elements.

Valiant provides a comprehensive and advanced range of “Cyber Security” solutions that includes a “Cyber Smart-Rack” and “Beyond the Firewall” network security devices that include “Network Traffic Sniffers for detecting data leaks”, “Network Decoy Servers for detection network intrusion” and “Network Kill-Switches for creating operational isolation zones” and its various products that detect firewall breaches, network intrusions, providing an advance warning mechanism of the data traffic anomalies, Denial of Service (DoS) and cyber-attacks in near “real-time”.

Valiant is focused on positioning itself towards providing communication, transmission, synchronization, MPLS routing, network reliability and cyber security products and solutions to cater to its global customer base.

Valiant today, has the core technologies in communications using its transmission, grid protection, grid synchronization, network reliability, cyber security and encryption technologies, to securely connect power generation, power transmission, power distribution and is also in the process of developing communication technologies for connecting end-customer securely and with advance defense mechanism against cyber-attacks.

Valiant has the technical know-how and expertise to integrate legacy communication equipment, that is already installed in the network, and to inter-operate with modern communication hardware.

The challenges, the modern networks are throwing up are challenges of network and cyber security. Lack of domain knowledge and know-how are exposing networks to serious financial fraud, data leaks and ID theft and compromising and exposing utility networks, corporate networks and even

governments to crippling shutdown of essential services, across countries.

The changes in technology are complex but very exciting, while offering significant growth potential.

Valiant comprehensive and advanced range of "Cyber Security" suite will help its customers in detecting and preventing cyber-attacks along with providing forensic analysis, in near real-time.

An advanced range of Cyber-Security, Network solutions, Encryption and Firewall solutions proving Network redundancy and equipment solutions for network reliability for domestic and export markets will help us achieve higher growth potential.

Your management is confident that these products and technologies will help to create substantial future growth opportunities for the Company.

Marketing

Our Company is focused on expanding its global marketing network and building a larger base of associates / distributors and re-sellers, through which it can sell its products, on a worldwide basis. The Company has its equipment successfully installed in over 110 countries now.

Our Company has successful installations of its various equipment in over 4500+ sub-stations of 765kV, 440kV, 400kV, 384kV, 220kV, 132kV, 110kV, 66kV and 33kV capacities, worldwide.

Our Company is expanding its marketing network in Europe and South America. The Company has appointed distributors in Mexico, Colombia, Peru, Chile, Portugal, Latvia, Finland, the Philippines, Thailand for its recently introduced Cyber-Security and Power Utility products.

Valcomm USA, a wholly owned subsidiary of the Company, has now been added the prestigious customers to its customer reference list. These include Tesla (applications for Time Synchronization of high-speed cameras for crash testing), Embark Trucks (Self-Driving Trucks) and GE Renewable (Grid solutions).

It is also become a supplier to US Government agencies, Power Utility companies, SCADA application solutions US. Valcomm USA has made pilot project supplies of communications and synchronization equipment in the US to Power Utilities, Energy Cooperatives, Oil & Gas, Broadband Service Providers and multiple Government organizations.

Threats

The COVID-19 virus has disrupted production and sales for a few months and broken supply chains causing some delays in closing projects. Our Company is forced to carry higher inventory in comparison of last year because of ongoing world-wide supply chain disruption in semi-conductors.

However, in view of the revenue opportunities as cited above, we expect the same shall be translated in cash and return to its usual level by the end of this year.

Additionally, the communication sector, being a high technology-intensive business is prone to rapid technological obsolescence. To cope with an ever changing dynamic and highly competitive communications business environment, Valiant is innovating and evolving rapidly; offering technically advanced and competitively priced products, solutions and applications to the demanding international customers, while competing with some of the best businesses in the communication field, in the world.

Future Prospects

The Company has started the current year with an all-time high order book of exceeding ₹ 4,100 lacs, which is 3X of last reported turnover, with an expected execution period of next 12 to 15 months. These details have been disclosed by the Company in its statutory filings before stock exchange(s) and can also be accessed at the website of the company.

Apart from above, the Company has, direct or indirect participation in various business opportunities of similar scale, at various other tenders, which are expected to be unfolded soon.

Our Company is clearly focused towards the design and development of communication, transmission, synchronization, network reliability and cyber security equipment and solutions, for the national and international communication marketplace. With the continuous introduction of new products and technologies, Valiant is focused on marketing, distribution and support of its product range.

The Company is in the process of introducing many new products during the year 2022-2023 for Power Utilities, Smart Grid, SCADA and Secure Communications and network reliability applications. Some of these products are already deployed in various networks, worldwide. A series of new products based on advanced secure Ethernet / IP / high-speed data communication technologies are further being introduced.

Outlook

The Company continues to design, develop and introduce new products and strengthen its marketing network, worldwide. The introduction of new products and technologies are expected to help to increase export sales growth in the current year. The Company has introduced many new products during the past one year and is confident that these new products will help to increase its sales and performance in the current year ending 31 March 2023.

With the focus on developing new solutions for the fast-growing Power Utility and Transportation Sectors such as the Railways and Metro, the company continues to make rapid advancements both in technology upgradation and expanding its marketing footprint so that it can have a higher value share in both of these sectors.

For the current year, the management expects a double-digit growth in revenue on an annual basis.

Segment- wise Performance

During the year 2021-22, the 35% (previous year: 20%) of Group's operating revenue comes from the India, while the 15% (previous year: 33%) and 11% (previous year: 12%) is from the US and European market respectively. The balance 39% (previous year: 35%) of the sales is contributed from the rest of the world.

Risk and Concerns

Risk is an inherent aspect of every business. The communication sector being part of a rapidly changing technology orbit, the level of risk increases due to high technology obsolescence. However, continuous technological innovation, product development, value additions by research and development can minimize this class of business risk. Effective reporting and control mechanisms ensure timely information availability and facilitate proactive risk management.

Since the capital structure of the Company consists of only equity share capital without having any loan (neither secured nor unsecured), the degree of financial risk is almost negligible.

The business in Indian environment has long gestation period and inherited execution delays, consequently causes volatility in revenue recognition and profit figures in financial statements.

Further, in view of Industrial trend in India, the Company may face the delay in debtors realization, which may have an adverse impact on cash position of the Company in short-term. Consequently, the Company may face challenges to maintain the working capital requirements in view of upcoming larger opportunities.

The Company may also face challenges to meet the requisite financial criteria of tender based business, for which Company has to rely on other larger business entities, which may have an adverse impact on margins.

The Board of Directors is responsible for monitoring risk levels on various parameters and their implementation to ensure the de-risking of the business at various levels. Further, the Audit Committee provides the direction on the risk management.

Internal Control System

The Company has an adequate system of internal controls, implemented by the management to achieve efficiency in operations, optimum utilization of resources, effective monitoring of systems and compliance with applicable laws.

A qualified and independent Audit Committee of the Board of Directors reviews the internal audit reports and the adequacy of internal controls.

Exchange Rate Fluctuation

The functional currency of your Company is the Indian rupee, whereas substantial business receipts and payments are in foreign currencies. The exchange rate between the rupee and foreign currencies have been changing substantially, and your Company faces the risks associated with exchange rate fluctuation and translation effect, wherein the appreciation of the rupee against foreign currencies, adversely impacts its profitability and operating results.

Human Resources

Human resource is most precious asset of our Company and our Company seeks to attract and retain the best talent available. Our Company provides an environment, which encourages initiatives, innovative thinking and recognizes and rewards performance. Since our Company operates in state-of-the-art technologies, necessary training and development of its personnel are conducted on a continuous basis. Industrial relations with all employees are cordial. The Directors' Report may be referred for any further details.

Financial and Operational Performance

The Company has posted its annual revenue (net) figures at ₹ 1,232 lac (previous year: ₹ 1,787 lac).

The Company has recorded annual EBITDA Profit (loss) at (₹ 223) lac Vs. ₹ 273 lac on year-on-year basis.

The other income is decreased from ₹ 101 lac to ₹ 52 lac on annual basis.

The Company has suffered net loss of ₹ 318 lac in comparison of profit of ₹ 71 lac posted in last financial year.

At consolidated level, the net revenue of the Group is reduced to ₹ 1,320 lac from ₹ 2,167 lac on annual basis. The annual EBITDA Profit (loss) stands at (₹ 157) lac Vs. ₹ 391 lac on year-on-year basis. Whereas, the reported net loss after taxes is ₹ 263 lac as compared to profit of ₹ 160 lac on annual basis.

The Company has maintained its debt-free status throughout the reporting year.

Significant Change in Financial Ratios

All key financial ratios have been adequately disclosed at note 33 of standalone financial statements and at note 35 of consolidated financial statements.

Shareholders' Fund

A statement of Shareholders' Fund based on consolidated financial statements as on 31 March 2022 along with the comparison with previous two years is given below:

(In ₹ thousands)

Particulars	Year ended on 31 March 2022 (Audited)	Year ended on 31 March 2021 (Audited)	Year ended on 31 March 2020 (Audited)
Equity Paid-up Capital	72,235	72,235	72,235
Other Equity	2,37,399	2,68,963	2,44,892
Shareholders Fund / Equity	**3,09,634**	**3,41,198**	**3,17,127**
Book Value (per equity share)	**₹ 42.86/-**	**₹ 47.23/-**	**₹ 43.90/-**

Cautionary Statement

Statements and Management Discussion and Analysis describing the Company's objectives and expectations may be forward looking, but within the meaning of applicable laws and regulations. Actual results may differ from those expressed in the statement.

REPORT ON CORPORATE GOVERNANCE

The Company's philosophy on Code of Governance

The Company's Board of Directors' responsibility is to govern the affairs of the Company for achievement of business success and the enhancement of long-term stockholders value with the highest standards of integrity and ethics. The Company's Board also considers the interests of other constituencies including the Company's employees, customers, suppliers and the communities in which it does business. The Company strives to set and achieve high standards of Corporate Governance. "Endeavor to maximization of long-term shareholders wealth" is the edifice on which the Corporate Governance initiative of Valiant is built on. The Company is of the view that transparency in management, best board practices and empowerment of shareholders are essential for maximizing shareholders value.

Board of Directors

The primary functions of Board of Directors include:

a. **Strategic and Operational planning**: Reviewing, understanding and approving Valiant's long-term strategic plans and annual operating plans and monitoring the implementation and execution of those plans.

b. **Financial reporting:** Reviewing, understanding and approving Valiant's financial statements and reports and overseeing the establishment and maintenance of controls, process and procedures to promote accuracy, integrity and clarity in financial and other disclosures.

c. **Governance, compliance and risk management:** Overseeing the establishment and maintenance of Valiant's governance and compliance processes and procedures to promote the conduct of Valiant's business with the highest standards of responsibility, ethics and integrity.

The policy of the Company is to have an optimum combination of Executive and Non-Executive Directors, to ensure the independent functioning of the Board.

The Board of Directors met five times on 09.04.2021, 04.06.2021, 12.08.2021, 12.11.2021 and 10.02.2022 during the financial year 2021-2022.

Details of the composition of the Board, category of the Directors and their attendance at Board Meetings and last Annual General Meeting (AGM), number of other directorships / other committee memberships held during the financial year 2021-2022, are given below:

Name of Directors and category	No. of Board meetings attended during the year	No. of other Directorship in other Indian & overseas Companies
Sh. I.M. Sood *Chairman & Managing Director*	5	5
Sh. D.M. Sood *Executive Whole-time Director*	5	4
Sh. G.M. Sood *Executive Whole-time Director*	5	-
Sh. Gaurav Kaura *Independent Non-Executive Director*	5	-
Sh. Avinash Verma *Independent Non-Executive Director*	5	-
Sh. Sumit Mehta *Independent Non-Executive Director*	5	-
Ms. Neepa Chatterjee *Independent Non-Executive Director*	5	-

None of the directors holds any directorship in any other public listed company. All above disclosed 'other directorships' are being held in the other unlisted companies with no further committee membership liable to be reported. All directors of the Company had attended the last AGM.

The Board confirms that the Independent Directors fulfil the conditions specified in the Listing Regulations and that they are Independent of the management.

The agenda is circulated well in advance to the Board members, along with comprehensive background information on the items in the agenda to enable the Board to arrive at appropriate decisions. The information as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") is made available to the Board. The Board also reviews the declarations made by the Managing Director and Chief Financial Officer regarding compliance with all applicable laws, on a quarterly basis.

Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on 10.02.2022, as required under Schedule IV to the Companies Act, 2013 ("the Act) and the Listing Regulations. All Independent Directors have attended the meeting.

Familiarization Programs

The details of familiarization programs imparted to independent directors, is uploaded on the Company's website at the web link: https://www.valiantcom.com/corporate/misc/misc.html

Evaluation of Board Performance and Performance of its Committees and of Directors

The criteria of evaluation have been adequately explained in Directors' report.

Skills / Expertise / Competencies of the Board of Directors

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the name of Directors:

i) Knowledge on Company's businesses, policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry
– Mr. I. M. Sood, Mr. D. M. Sood and Mr. Avinash Verma

ii) Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
– Ms. Neepa Chatterjee and Mr. Sumit Mehta

iii) Business Strategy, Sales & Marketing, Corporate Governance, Foreign Exchange, Administration, Decision Making.
– Ms. Neepa Chatterjee, Mr. G.M. Sood and Mr. D.M. Sood

iv) Financial and Management skills.
– Mr. Gaurav Kaura, Mr. D.M. Sood and Mr. Avinash Verma

v) Technical / Professional skills and specialized knowledge in relation to Company's business (communication equipment)
– Mr. I. M. Sood, Mr. G. M. Sood, Mr. D. M. Sood and Mr. Avinash Verma

Audit Committee

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's oversight responsibilities, an independent Audit Committee has been constituted.

The powers, roles and terms of reference of the Audit Committee cover the areas as specified under the Listing Regulations and the Act, 2013 besides other terms as may be referred by the Board. The functions of the Audit Committee include reviewing the Company's financial reporting process, disclosure norms, internal control systems, accounting policies and practices as well as quarterly / half-yearly / yearly financial statements of the Company, its subsidiaries on standalone as well as consolidated basis. It approves the appointment of Chief Financial Officer, recommends appointment of Statutory Auditors, fixes audit fees and reviews matters required to be included in the Directors' Responsibility Statements, disclosures of related party transactions, timely discussions with auditors regarding critical accounting policies, practices, reporting issues and judgements, scope for observations of the auditors and adequacy of the internal audit function.

The members of the Audit Committee met five times on 09.04.2021, 04.06.2021, 12.08.2021, 12.11.2021 and 10.02.2022 during the financial year 2021-2022.

Details of the composition of the Audit Committee and their attendance at Audit Committee meetings are given below:

Name of the member	Category	Meeting Attended
Sh. Gaurav Kaura	Chairman	5
Sh. Avinash Verma	Member	5
Sh. D.M. Sood	Member	5
Sh. Sumit Mehta	Member	5
Ms. Neepa Chatterjee	Member	5

CEO/ CFO Certification

The CEO and CFO have certified, in terms of the regulation 17(8) of Listing Regulations, to the Board *inter-alia* that the financial statements present a true and fair view of the Company's affairs and are in compliance with applicable accounting standards.

Stakeholder Relationship Committee

To focus on the shareholders' grievances towards strengthening investor relations, the Board has constituted the Stakeholder Relationship Committee under the Chairmanship of Mr. Gaurav Kaura, an Independent Non-Executive Director with other Independent Non-Executive Directors namely, Mr. Avinash Verma, Mr. Sumit Mehta, Ms. Neepa Chatterjee, and an Executive Director, Mr. D.M. Sood.

The powers, roles and terms of reference of the Stakeholder Relationship Committee are in compliance with the provisions of the Listing Regulations and the Act, 2013.

The members of the Committee met on 10.02.2022 during the financial year 2021-2022.

The Company received only one complaint regarding shares transferred to IEPF Authority, which was attended to the satisfaction of the investor.

Mr. Manish Kumar, Company Secretary, has been appointed as Compliance Officer within the meaning of Listing Regulations.

Nomination and Remuneration Committee

The Nomination & Remuneration Committee consists of four Independent Non-Executive Directors with following details:

Name of the member	Category	No. of Meeting Attended
Sh. Gaurav Kaura	Chairman	1
Sh. Avinash Verma	Member	1
Sh. Sumit Mehta	Member	1
Ms. Neepa Chatterjee	Member	1

The members of the Committee met on 10.02.2022 during the financial year 2021-2022.

The broad terms of reference of the committee:

1. Evaluate the performance including extension of contract, of executive directors (Eds). The NRC would set the performance measures of EDs and evaluate their performance annually.
2. Recommend the remuneration for the EDs based on evaluation.
3. Evaluate the performance including extension of the employment of senior management (one level below the EDs).
4. Evaluate the balance of skills, knowledge and experience on the Board and prepare a description of the role and capabilities required of an independent directors.
5. Recommend the remuneration of the senior management, in whatever form, based on the evaluation.
6. Evaluate the need for EDs and recommend their appointment.

7. Identify all critical positions in the company among the EDs and senior management and review progress of succession plans.
8. Recommend to the Board the policy relating to the remuneration of directors and key management personnel.
9. Lay down criteria for selecting new non-executive directors (NEDs) based on the requirements of the organization.
10. Carry out evaluation of the performance of the NEDs and defining the system for linking remuneration of NEDs to evaluation.
11. Review succession plans for those NED positions that are likely to be vacant during the year.
12. Review and approve the Code of Conduct for the company.
13. Review and approve the disclosures of the committee in the annual report.
14. Devise a policy relating to human resources, including diversity.
15. Review and modify these terms of reference on a need basis.
16. Any other matter as may be assigned by the Board of Directors.

Remuneration Policy

The Remuneration Policy has been adequately explained in Directors' report.

Details of Remuneration Paid to Directors

The remuneration of Executive Directors is decided by the Board based on the recommendations of the Remuneration Committee as per remuneration policy, within the ceiling fixed by the shareholders.

(in ₹ thousands)

Name & Category	Annual Salary	Directors' Fees paid	Service Contract
Sh. I.M. Sood *Chairman & Managing Director*	3,972	Nil	Up to 16/08/2022
Sh. D.M. Sood *Executive Whole-time Director*	3,051	Nil	Up to 30/11/2022
Sh. G.M. Sood *Executive Whole-time Director*	1,890	Nil	Up to 29/09/2024
Ms.Neepa Chatterjee Independent Non-Executive Director	Nil	40,000	Not Applicable
Sh. Gaurav Kaura *Independent Non-Executive Director*	Nil	40,000	Not Applicable
Sh. Avinash Verma *Independent Non-Executive Director*	Nil	40,000	Not Applicable
Sh. Sumit Mehta Independent Non-Executive Director	Nil	40,000	Not Applicable

The Company has not paid any allowance, perquisite commission etc. to its Executive Directors. Further, no stock options have been allotted to any Director(s) during the financial year under consideration. However, in addition of above, the Company's wholly owned subsidiary in USA, has paid a service compensation to the Mr. Davinder Mohan Sood, Executive Director, of ₹ 1,490 thousand, based on his performance.

For any termination of contract, the applicable notice period is one month for all Executive Directors.

The Company has no other pecuniary relationship or transactions with Non-Executive Directors.

As on 31 March 2022, none of Non–Executive Independent Directors holds any share in the Company except Ms. Neepa Chatterjee. She holds 40,000 (0.55%) equity shares as on reporting date.

Directors Inter-se Relations

The EDs, namely, Mr. Inder Mohan Sood, Mr. Davinder Mohan Sood and Mr. Gaurav Mohan Sood, are from the Promoter group. They are relatives and part of the same family.

General Body Meeting

The details of Annual General Meetings held in the last 3 years are as under:

Particulars	Date and Time	Venue
28th Annual General Meeting	30 September 2021 at 9.30 a.m.	Meeting held through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM")
27th Annual General Meeting	30 September 2020 at 9.30 a.m.	Meeting held through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM")
26th Annual General Meeting	25 September 2019 at 9.30 a.m.	A7/523, Mundka Village, New Delhi 110041

During the previous three years, the Company has passed special resolution(s) in 26th and 28th AGM; however, no resolution was passed by way of postal ballot**.** There is no proposed special resolution to be passed by way of postal ballot.

Disclosures

a. There were no transactions of the Company which is / are of material nature with its Directors or relatives that may have potential conflict with the interest of the Company at large.
b. There were no cases of non-compliance by the Company and no penalties, no strictures were imposed on the Company by the Stock Exchanges or the SEBI or any other statutory authority on any matter related to capital markets, during the last three years.
c. The Board has implemented the whistle-blower policy and no personnel has been denied access to the audit committee.
d. The Company has complied with all mandatory requirements of Listing Regulations, whereas, the non-mandatory requirement(s), have not been adopted specifically.
e. The Audit Committee reviews the financial statements of subsidiaries of the Company. It also reviews the investments made by such subsidiaries, the statement of all significant transactions and arrangements entered into by the subsidiaries, if any, and the compliances of each materially significant subsidiary on a periodic basis. The minutes of board meetings of the subsidiary companies are placed before the Board of the Company for review.
f. The policy on material subsidiaries, as approved by the Board, can be accessed at the web-link: https://www.valiantcom.com/corporate/cp/material-subsidiary-policy.pdf
g. The policy on dealing with related party transactions, as approved by the Board, is uploaded on the Company's website at the web-link: https://www.valiantcom.com/corporate/cp/materiality-related-party.pdf

h. The business activities of the Company are not directly exposed to any commodity price risks and accordingly, the Company did not enter in any commodity hedging activities.
i. During the financial year under reporting, the Board has accepted all the recommendations of its Committees.
j. The Company has followed all relevant Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015 while preparing Financial Statements.
k. Disclosure with respect to demat suspense account/ unclaimed suspense account: Not applicable.
l. The Company has duly complied with the requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.
m. Particulars of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting have been provided in the Notice of the Annual General Meeting.
n. A certificate from a Company Secretary in practice has been received stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority.
o. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part: ₹ 455 thousand (previous year: ₹ 455 thousand) excluding taxes.
p. The Company has not received any complaint of sexual harassment under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 during the financial year under reporting.
q. Certain information and disclosures under the Act, 2013 and Listing Regulations, have been provided either in Directors' Report or in Management Discussion Analysis or in other section of this report. The same can be referred for any further requisite information.

Means of Communications

a. The quarterly / half yearly / annual financial results are submitted to the Stock Exchanges and published in the leading national daily newspapers *Financial Express and Jansatta*, in English and in vernacular language respectively.

   In addition to the above, the Company's quarterly, half-yearly and annual audited financial results and other statutory filings are also available on www.bseindia.com and the web portal of the Company at www.valiantcom.com

b. Official news releases and presentations, if any, made to Institutional Investors and Analysts are posted on the Company's website.

c. The Management Discussion and Analysis is a part of Annual Report.

Shareholders' Information

a. Annual General Meeting (AGM)
   The 29th AGM of the Company will be held on Friday, 30 September 2022 at 9:30 a.m. (IST) through VC / OAVM pursuant to the General Circulars issued by MCA and as such there is no requirement to have a venue for the AGM. For details, please refer to the Notice of this AGM.

b. Financial Calendar : 01 April to 31 March

c. Date of Book Closure: Saturday, 24 September 2022 to Friday, 30 September 2022 (both days inclusive)

d. Stock Code : Bombay Stock Exchange (BSE): 526775
   Demat ISIN Number in NSDL & CDSL: INE 760B01019

e. Dividend: In view of the loss occurred in the year under reporting and expected foreseeable growth opportunities, the Board of Directors intends to retain the financial resources of the Company and therefore, finds it prudent not to propose any dividend for the year under reporting.

f. Listing of Shares: The Stock Exchange on which the Company's equity shares are listed:

   BSE Limited, Mumbai, Phiroze Jeejeebhoy Towers,
   Dalal Street, Mumbai - 400 001
   Listing Fee: The Company has paid, till date, the listing fees of BSE Limited, Mumbai, for the year 2021-2022 and 2022-2023.

g. Share Transfer System
   SEBI has mandated that, effective April 1, 2019, no share can be transferred in physical mode. Hence, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. The Company had sent communication to the shareholders encouraging them to dematerialise their holding in the Company. The communication, inter alia, contained procedure for getting the shares dematerialised. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation.

   As per the requirement of Regulation 40(9) of Listing Regulations, the Company has obtained the half yearly certificates from the Company Secretary in practice for due compliance of share transfer formalities.

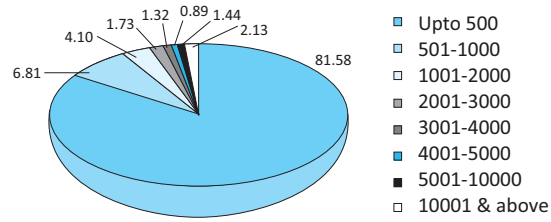
h. Registrar and Share Transfer Agent
   Link Intime India (P) Ltd. has been appointed as Registrar & Share Transfer Agent for all works relating to share registry in terms of both physical and electronic mode. All transfers, transmissions, requests related to correspondence / queries, intimation of change of address and dividend mandate, etc., should be addressed to our RTA directly at the following address:

   Link Intime India (P) Ltd.
   Noble Heights, 1st floor, Plot No NH-2, C-1 Block,
   LSC, Near Savitri Market, Janakpuri,
   New Delhi – 110058, Telephone no. +91-11-4141 0592

i. Distribution of Shareholding (as on 31 March 2022)

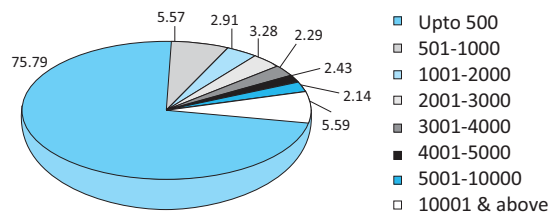
No. of equity shares held	No. of Shareholders	% of total Shareholders
Upto 500	3,021	81.58
501-1000	252	6.81
1001-2000	152	4.10
2001-3000	64	1.73
3001-4000	49	1.32
4001-5000	33	0.89
5001-10000	53	1.44
10001 & above	79	2.13
Total	**3,703**	**100.00**

Distribution of Shareholders



No. of equity shares held	No. of Shares held	% of Shares held
Upto 500	4,02,455	5.57
501-1000	2,10,156	2.91
1001-2000	2,37,216	3.28
2001-3000	1,65,526	2.29
3001-4000	1,75,611	2.43
4001-5000	1,54,362	2.14
5001-10000	4,03,313	5.59
10001 & above	54,74,821	75.79
Total	**72,23,460**	**100.00**

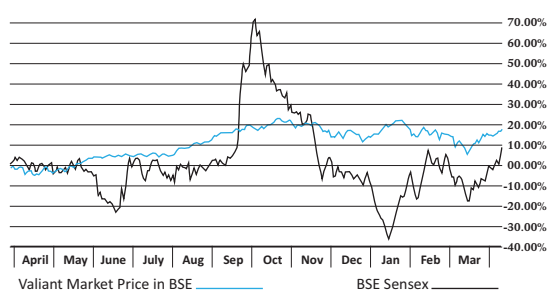
Distribution of Total Shareholding



j. Market Price Data: High / Low during each month in financial year 2021-2022*

Month	Valiant' market price in BSE	
	High	Low
April-21	72.80	63.00
May-21	81.00	61.30
June-21	70.50	51.30
July-21	78.60	59.40
August-21	72.85	61.00
September-21	119.00	67.25
October-21	115.00	85.00
November-21	87.40	60.60
December-21	68.85	48.25
January-22	68.50	43.35
February-22	76.85	58.50
March-22	72.00	55.00

Valiant Market Price Vs. BSE Sensex*

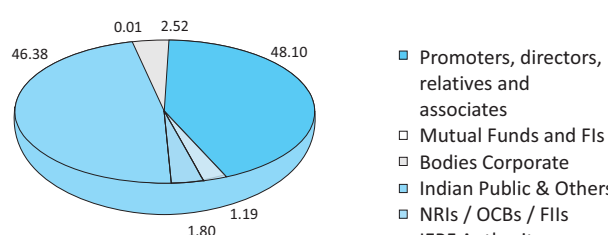


***Data Source – official website of BSE Ltd. www.bseindia.com**

k. Shareholding Pattern (as on 31 March 2022)#

Categories	No. of Shares	Shareholding in %
Promoters and Promoters' Group$	33,50,112	46.38
Mutual funds and FIs	350	0.01
Bodies Corporate	1,82,150	2.52
Indian public & others	34,74,490	48.10
NRIs/OCBs/FIIs	86,019	1.19
IEPF Authority	1,30,339	1.80
Total	**72,23,460**	**100.00**

Shareholding Distribution



Note: #The Company has issued only one class of shares / securities i.e., fully paid-up equity shares.
$The entire shareholding of Promoters and Promoters' Group is free from any kind of encumbrance.

l. Dematerialisation of shares and Liquidity

The Company's equity shares are in demat trading segment and the Company has established connectivity with both NSDL and CDSL by signing the necessary agreements. As on 31 March 2022, 97.86% (previous year: 97.85%) of the outstanding equity shares of the Company have been dematerialized.

m. Foreign exchange risk

The functional currency of your Company is the Indian rupee, whereas a substantial part of the business receipts and payments are in foreign currencies. The Company may face the risks associated with exchange rate fluctuation and translation effect, wherein the appreciation of the rupee against foreign currencies, adversely impacts its profitability and operating results. The Company did not enter in any hedging activities.

n. Address for Factory / Correspondence:

Valiant Communications Ltd.
71/1, Shivaji Marg,
New Delhi – 110 015, India

o. Compliance Officer

Mr. Manish Kumar, Company Secretary
Valiant Communications Ltd.

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Valiant Communications Limited,

We have examined the compliance of the conditions of Corporate Governance by Valiant Communications Limited (the Company), for the year ended on 31 March 2022 as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub- regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31 March 2022.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No. 008953C

Alok Jain
Partner
Membership No. 510960
UDIN: 22510960AJVRLG1147

New Delhi, 30 May 2022

INDEPENDENT AUDITOR'S REPORT

To the Members of Valiant Communications Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Valiant Communications Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended on that date and a summary of significant accounting policies and other explanatory information(hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act,2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, and its loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone 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 ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

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

Revenue recognition

The Key Audit Matter	How our audit addressed the KAM
As described in Note 3.11 and 19 to the standalone financial statements, the revenue standard establishes a comprehensive framework for determining whether, how much and when revenue is recognized. The standard mandates robust disclosures in respect of revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.	Our audit procedures, include – • We tested that the revenue recognized is in accordance with the revenue recognition accounting standard; • Evaluated the identification of performance obligations and the ascribed transaction price; • Evaluated the detailed analysis performed by management on revenue streams by selecting samples for the existing contracts with customers and considered revenue recognition policy in the current period in respect of those revenue streams; and • Evaluated the appropriateness of the disclosures provided under the revenue standard and assessed the completeness and mathematical accuracy of the relevant disclosures.

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 Annual Report, but does not include the financial statements and our auditors' report thereon.

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

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

Management's responsibility for the Standalone Financial Statements

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

In preparing the standalone 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.

That Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 standalone 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 standalone financial statements in place and the operating effectiveness of such controls.

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

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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the **"Annexure-I"**, a statement on the matters specified in paragraphs 3 and 4 of 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 purpose of our audit;
   b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
   c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, Standalone Statement of Changes in Equity and the Standalone Cash Flow Statement dealt with by this Report are in agreement with the books of accounts;
   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
   e) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act;
   f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in **"Annexure-II"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.
   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company does not have any pending litigations which would impact its financial position.
      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
      iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly , lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
         (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
         (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The Company has not declared or paid any dividend during the year.

h) With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of Section 197(16) of the Act, as amended:
In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.

For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No. 008953C

Alok Jain
Partner
Membership No. 510960
UDIN: 22510960AJVRGQ5802

New Delhi, 30 May 2022

ANNEXURE-I TO THE INDEPENDENT AUDITOR'S REPORT

Annexure-I to the Independent Auditors' Report on the standalone financial statements of Valiant Communications Limited for the year ended 31 March 2022

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

1. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.
   (B) The Company has maintained proper records showing full particulars of Intangible assets.
   (b) 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 a regular program of physical verification of its Property, Plant and Equipment and right-of-use assets so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
   (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the standalone financial statements are held in the name of the Company.
   (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
   (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
2. (a) The inventory has been physically verified by the Management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by the management were appropriate. No material discrepancies were noticed on physical verification.
   (b) The Company has not been sanctioned working capital limits at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
3. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantees or security or granted any advances in the nature of loans, secured or unsecured, to the companies, firms, limited liability partnerships and any other parties during the year. Therefore, the provisions of Clause 3(iii)(a) to (f) of the said Order are not applicable to the Company.
4. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186 of the Act. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
5. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, paragraph 3(v) of the Order is not applicable.
6. The Company is not required to maintain cost records as prescribed under section 148(1) of the Act. Therefore, the provisions of Clause 3(vi) of the said Order are not applicable to the Company.
7. a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess, Goods and Services Tax and other material statutory dues applicable to it to the appropriate authorities.
   b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income tax, Duty of Customs, Cess, Goods and Services Tax and other material statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.
   c) According to the information and explanations given to us, there are no material dues of Duty of Customs, Goods and Services Tax and Cess which have not been deposited with the appropriate authorities on account of any dispute.
8. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
9. (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable
   (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
   (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
   (d) On an overall examination of the financial statements of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. Accordingly, clause 3(ix)(e) of the Order is not applicable.

(f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.

10. (a) The company has not raise any money by way of initial public offer or further public offer (including debt instruments). Accordingly, paragraph 3 (x)(a) of the Order is not applicable to the Company.

(b) Based upon the audit procedures performed and the information and explanations given by the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3 (x)(b) of the Order is not applicable to the Company.

11. (a) Based upon the audit procedures performed and the information and explanations given by the Company, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) The Company has not received any complaint under whistle blower mechanism during the year.

12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, clause 3(xii) of the Order is not applicable.

13. In our opinion and according to the information and explanations given to us, the Company in compliance with the provisions of Sections 177 and 188 of the Act where applicable. The details of such related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.

14. Based upon the audit procedures performed and the information and explanations given by the Company, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business. We have considered the internal audit reports of the Company issued till date, for the period under audit.

15. According to the information and explanations given to us and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with its directors or persons connected to its directors. Accordingly, the provisions of clause 3(xv) of the Order are not applicable.

16. (a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

(b) The Company has not conducted any Non-Banking financial or Housing finance activities during the year.

(c) The Company is not a core investment company (CIC) as defined in the regulations made by the Reserve Bank of India.

(d) As per the information and explanations received, the Company does not have any CIC as part of the group.

17. The Company has incurred cash losses amounting to INR 23,267 thousand in the current financial year. The Company has not incurred cash losses in the immediately preceding financial year.

18. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

19. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization 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 and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clause 3(xx)(a) and 3(xx)(b) of the Order is not applicable.

For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No. 008953C

Alok Jain
Partner
Membership No. 510960
UDIN: 22510960AJVRGQ5802

New Delhi, 30 May 2022

ANNEXURE - II TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF VALIANT COMMUNICATIONS LIMITED

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Valiant Communications Limited of even date)

Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

We have audited the internal financial controls with reference to standalone financial statements of Valiant Communications Limited ("the Company") as of 31 March 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over financial reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note") .

Management's and Board of Directors' Responsibility for Internal Financial Controls

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. 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 standalone financial statements were established and maintained and whether 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 with reference to financial statements.

Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A Company's internal financial controls 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 controls 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

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

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

For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No. 008953C

Alok Jain
Partner
Membership No. 510960
UDIN: 22510960AJVRGQ5802

New Delhi, 30 May 2022

Valiant Communications Limited

Balance Sheet as at 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

Particulars	Note	As at 31-03-2022	As at 31-03-2021
ASSETS			
Non-current assets			
(a) Property, plant and equipment	4(a)	**40,336**	38,824
(b) Other intangible assets	4(b)	**28,868**	22,814
(c) Intangible assets under development	4(c)	**3,972**	7,007
(d) Right of use assets	4(d)	**1,178**	598
(e) Financial assets			
(i) Investments	5(a)	**20,621**	20,621
(ii) Other financial assets	6	**912**	487
(f) Deferred tax assets (net)	9	**11,919**	870
(g) Income tax assets (net)	8	**238**	706
(h) Other non-current assets	10(a)	**-**	4,811
Total non-current assets		**1,08,044**	96,738
Current assets			
(a) Inventories	11	**1,38,277**	86,717
(b) Financial assets			
(i) Investments	5(b)	**-**	5,188
(ii) Trade receivables	12	**28,973**	78,025
(iii) Cash and cash equivalents	13(a)	**5,603**	29,847
(iv) Bank balances other than (iii) above	13(b)	**19,356**	24,927
(v) Other financial assets	7	**699**	826
(c) Other current assets	10(b)	**13,543**	9,928
Total current assets		**2,06,451**	2,35,458
Total assets		**3,14,495**	**3,32,196**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	14	**72,235**	72,235
(b) Other equity	15	**2,07,118**	2,39,052
Total equity		**2,79,353**	3,11,287
LIABILITIES			
Non-current liabilities			
(a) Financial liabilities			
- Lease liabilities		**1,210**	657
(b) Provisions	18(a)	**220**	346
Total non-current liabilities		**1,430**	1,003
Current liabilities			
(a) Financial liabilities			
(i) Trade payables	16(a)		
- Outstanding dues of micro enterprises and small enterprises		-	-
- Outstanding dues of creditors other than micro and small enterprises		**18,653**	5,868
(ii) Other financial liabilities	16(b)	**6,615**	6,336
(b) Other current liabilities	17	**7,808**	6,153
(c) Provisions	18(b)	**636**	166
(d) Current tax liabilities (net)	8	**-**	1,383
Total current liabilities		**33,712**	19,906
Total equity and liabilities		**3,14,495**	**3,32,196**

See accompanying notes to the financial statements

As per our report of even date
For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No.: 008953C

Alok Jain
Partner
Membership No.: 510960

For and on behalf of the Board

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 30 May 2022

Valiant Communications Limited

Statement of Profit and Loss for the year ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

	Particulars	Note	31-03-2022	31-03-2021
I.	Revenue from operations	19	**1,23,247**	1,78,713
II.	Other income	20	**5,179**	10,106
III.	**Total Income (I+II)**		**1,28,426**	1,88,819
IV.	**EXPENSES**			
	Cost of materials consumed	21.1	**70,163**	83,437
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	21.2	**(15,265)**	(3,739)
	Employee benefits expenses	21.3	**53,304**	41,660
	Depreciation and amortization expenses	21.4	**20,434**	18,039
	Finance cost		**343**	125
	Other expenses	21.5	**42,154**	39,995
	Total expenses (IV)		**1,71,133**	1,79,517
V.	Profit/(loss) before exceptional items and tax (III- IV)		**(42,707)**	9,302
VI.	Exceptional Items		-	-
VII.	**Profit/(loss) before tax (V-VI)**		**(42,707)**	9,302
VIII.	Tax expenses:			
	(1) Current tax	8	**168**	1,822
	(2) Deferred tax	8	**(11,049)**	357
	Total tax expenses (VIII)		**(10,881)**	2,179
IX.	**Profit (Loss) for the year (VII-VIII)**		**(31,826)**	7,123
X.	**Other Comprehensive Income (OCI)**			
	Items that will not be reclassified to profit or loss			
	Remeasurement of the employee defined benefit plans		**(146)**	69
	Equity instruments through other comprehensive income		**-**	1,736
	Income tax relating to items that will not be reclassified to profit or loss		**38**	(18)
	Total Other Comprehensive Income (net of taxes)		**(108)**	1,787
XI.	**Total Comprehensive Income for the year (IX+X)**		**(31,934)**	8,910
XII.	**Earnings per equity share in ₹:**			
	(1) Basic	22	**(4.41)**	0.99
	(2) Diluted		**(4.41)**	0.99

See accompanying notes to the financial statements

As per our report of even date
For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No.: 008953C

Alok Jain
Partner
Membership No.: 510960

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Inder Mohan Sood
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Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 30 May 2022

Valiant Communications Limited

Cash Flow Statement for the year ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

	Particulars		31-03-2022		31-03-2021
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net profit before tax		**(42,707)**		9,302
	Adjustment for				
	Depreciation and amortization	**18,902**		17,441	
	Equity instruments through other comprehensive income	**-**		1,736	
	Remeasurement of the employee defined benefit plans	**(146)**		69	
	Dividend income	**(413)**		(262)	
	Net gain on sale of current investments	**(1,214)**		(3,892)	
	(Profit)/ loss on sale of fixed assets	**(146)**		-	
	Bank Interest	**(1,361)**		(1,968)	
	Net (gain)/ loss on foreign currency translation	**(1,974)**	**13,648**	(1,711)	11,413
	Operating profit before working capital changes		**(29,059)**		20,715
	Adjustment for				
	(Increase)/ decrease in trade receivables		**49,052**		(4,431)
	(Increase)/ decrease in other financial assets		**(298)**		(23)
	(Increase)/ decrease in other assets		**(3,853)**		(3,487)
	(Increase)/ decrease in inventories		**(51,560)**		(1,473)
	(Increase)/ decrease in right of use assets		**(580)**		598
	Increase/ (decrease) in lease liabilities		**553**		(595)
	Increase/ (decrease) in trade payables		**12,785**		(6,199)
	Increase/ (decrease) in other financial liabilities		**278**		2,825
	Increase/ (decrease) in other current liabilities and provisions		**2,000**		(3,744)
	Cash generated from operations		**(20,682)**		4,186
	Interest paid		-		-
	Direct tax refunds (net)/ paid		**(808)**		4,655
	Net cash generated from operating Activities		**(21,490)**		**8,841**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of tangible and intangible assets		**(26,491)**		(14,610)
	Sale of tangible and intangible assets		**169**		-
	Capital advances		**4,811**		(1,311)
	Intangible assets under development		**3,035**		(1,220)
	Dividend income		**413**		262
	Movement in other bank balance		**5,571**		8,509
	Sale (purchases) and other movements of investments		**6,402**		2,156
	Bank Interest		**1,362**		1,968
	Net cash generated from investing activities		**(4,728)**		**(4,246)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		-		-
	Net cash generated from financing activities		-		-
	Net gain/ (loss) on foreign currency translation		**1,974**		1,711
	Net increase in cash and cash equivalents		**(24,244)**		6,306
	Cash and cash equivalents (opening balance)		**29,847**		23,541
	Cash and cash equivalents (closing balance)		**5,603**		**29,847**

See accompanying notes to the financial statements

As per our report of even date
For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No.: 008953C

Alok Jain
Partner
Membership No.: 510960

For and on behalf of the Board

Inder Mohan Sood
Managing Director & CEO
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DIN: 00001756

Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 30 May 2022

Valiant Communications Limited

Statement of Changes in Equity for the year ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

A. Equity Share Capital

Financial year (FY)	Balance at the beginning of the reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the reporting period
Current reporting period (FY 2021-22)	72,235	-	-	-	72,235
Previous reporting period (FY 2020-21)	72,235	-	-	-	72,235

B. Other Equity

Particulars	Reserves and Surplus			Other Comprehensive Income (OCI)		Total Other Equity
	Capital Redemption Reserve	Securities Premium	Retained Earnings	Equity Instruments through Other Comprehensive Income	Actuarial gain/ (loss)	
As at 01-04-2020	**14,221**	**89,677**	**1,27,756**	**(1,512)**	**-**	**2,30,142**
Profit for the year	-	-	7,123	-	-	7,123
Other Comprehensive Income (net)	-	-	-	1,736	51	1,787
Transferred to retained earnings	-	-	51	-	(51)	-
Total Comprehensive Income (net)	-	-	7,174	1,736	-	8,910
As at 31-03-2021	**14,221**	**89,677**	**1,34,930**	**224**	**-**	**2,39,052**
Profit for the year	-	-	(31,826)	-	-	(31,826)
Other Comprehensive Income (net)	-	-	-	-	(108)	(108)
Transferred to retained earnings	-	-	116	(224)	108	-
Total Comprehensive Income (net)	-	-	(31,710)	(224)	-	(31,934
As at 31-03-2022	**14,221**	**89,677**	**1,03,220**	**-**	**-**	**2,07,118**

See accompanying notes to the financial statements

As per our report of even date
For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No.: 008953C

Alok Jain
Partner
Membership No.: 510960

For and on behalf of the Board

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 30 May 2022

Notes to the financial statements for the period ended 31 March 2022

1. Corporate Information

Valiant Communications Limited (the ''Company'') is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company's shares are listed at Bombay Stock Exchange (BSE). The Company manufactures communication equipment, primarily for power utilities / other utilities and engaged in its allied services. The Company has its manufacturing facilities in India and sells its products in India and across the globe. The Company's registered office is at 71/1, Shivaji Marg, New Delhi 110 015.

The financial statements for the year ended 31 March 2022 were approved by the Board of Directors and authorised for issue on 30 May, 2022. The Corporate Identification Number (CIN) is L74899DL1993PLC056652.

2. Recent accounting pronouncement

The Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 01, 2022, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amount received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification, and the Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 116 – Annual Improvements to Ind AS (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its financial statements.

3. Significant accounting policies

3.1 Statement of compliance

These financial statements of the Company have been prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS").

3.2 Basis of preparation and measurement

The financial statements have been prepared on an accrual basis and in accordance with the historical cost convention except for certain financial instruments which are measured at fair values at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

All assets and liabilities are classified into current and non-current generally based on the nature of product/activities of the Company and the normal time between acquisition of assets/liabilities and their realisation/settlement in cash or cash equivalent.

The Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

3.3 Foreign currency translation

The functional currency of the Company is Indian rupee (₹).

On initial recognition, all foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss.

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

3.4 Property, plant and equipment (PPE)

PPE are initially recognised at cost. The initial cost of PPE comprises its purchase price, including non-refundable duties and taxes net of any trade discounts and rebates. The cost of PPE includes interest on borrowings (borrowing cost), if any, directly attributable to acquisition, construction or production of qualifying assets subsequent to initial recognition, PPE are stated at cost less accumulated depreciation (other than freehold land, which are stated at cost) and impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work in progress, if any) less their residual values over the useful lives, using the straight- line method ("SLM") at the rates prescribed in Schedule II of the Companies Act, 2013.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in profit or loss. Fully depreciated assets still in use are retained in financial statements.

3.5 Intangible assets

Intangible assets are measured on initial recognition at cost and subsequently are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal.

Gains or losses on derecognition are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

The Company amortises intangible assets with a finite useful life using the straight-line method over the following range of useful lives:

Asset	Useful life
Technical know-how	4 years
Computer software	6 years

The estimated useful life is reviewed annually by the management.

3.6 Capital work-in-progress and intangible assets under development

Capital work-in-progress/intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost.

Notes to the financial statements for the period ended 31 March 2022

3.7 Non-derivative financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

The Company has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading in Other Comprehensive Income.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method.

Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognised by the Company are measured at the proceeds received net off direct issue cost.

Off setting of financial instruments

Financial assets and financial liabilities are off set and the net amount is reported in financial statements if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

3.8 Investments in subsidiaries

A subsidiary is an entity that is controlled by the Company.

The Company accounts for each category of investments in subsidiaries at cost in accordance with Ind AS 27- Separate Financial Statements.

3.9 Impairment

Financial assets (other than at fair value)

The Company assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortised cost and FVTOCI debt instruments, if any. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

PPE and intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e., higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Profit and Loss.

3.10 Inventories

Inventories are valued at lower of cost (on weighted average basis) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition including all applicable duties, taxes and other levies. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, indirect taxes. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

3.11 Revenue recognition

Revenue from sale of goods

Revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods.

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which is usually on dispatch / delivery. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract.

Rendering of services

Income recognition for services takes place as and when the services are performed in accordance with Ind AS 115.

Interest Income

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

Dividend

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

3.12 Research and development expenses

Research expenditure and development costs of products are capitalised on product's technical feasibility is established.

3.13 Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(i) the contract involves the use of an identified asset
(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
(iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

3.14 Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Company is committed to a sale plan involving disposal of an investment, the investment that will be disposed off is classified as held for sale when the criteria described above are met.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

3.15 Employees Benefits

Employee benefits includes contribution to provident fund, gratuity fund, compensated absences and supplemental pay.

The Company has provided for liability on account of all following employees benefits available to the employees in accordance with the applicable rules, regulations, laws and employees benefits policy of the Company.

(i) Provident fund is a defined contribution scheme and the contributions are charged to the profit & loss account of the year when the contributions to the government funds are due.

ii) Gratuity liability is a defined benefit obligation and provided for on the basis of an actuarial valuation as per projected unit credit method, made at the end of each financial year. The Company has taken a policy with the Life Insurance Corporation of India (LIC) to cover the gratuity liability of the employees and premium paid to the LIC is charged to Profit and Loss Account. The difference between the actuarial valuation of the gratuity liability of the employees at the year end and the balance of funds with LIC is provided for as liability in the books.

iii) Employees are entitled to short-term compensated absences, which are provided for on the basis of estimates.

iv) Actuarial gains/losses are recognized in Other Comprehensive Income (OCI).

3.16 Segment reporting

As per Ind AS 108, Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker is the Managing Director & CEO.

The Company's operating geographical business segment is based on the locations of customers. Allocable costs are allocated to each segment in proportion to the relative sales of each segment. All the common income, expenses, assets and liabilities, which are not possible to be allocated to different segments, are treated as un-allocable items.

3.17 Income Tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year.

Current and deferred taxes are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current tax

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Current tax assets and current tax liabilities are off set when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax

Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of a deferred tax asset shall be reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets and liabilities are off set when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, to the extent it would be available for set off against future current income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with the asset will be realised.

3.18 Accounting of provisions, contingent liabilities and contingent assets

Provisions are recognized, when there is a present legal or constructive obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Where the effect is material, the provision is discounted to net present value using an appropriate current market-based pre-tax discount rate and the unwinding of the discount is included in finance costs.

Contingent liabilities are recognised only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow ofresources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable.

3.19 Dividend to equity shareholders

Dividend to equity shareholders is recognised as a liability and deducted from shareholders' equity, in the period in which the dividends are approved by the equity shareholders in the general meeting.

3.20 Earnings per share (EPS)

Basic EPS is computed by dividing the profit or loss attributable to the equity shareholders of the Company by the weighted average number of Ordinary shares outstanding during the year. Diluted EPS is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of ordinary equity shares, for the effects of all dilutive potential Ordinary shares.

3.21 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements in conformity with the Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The Management has considered the possible effects, if any, that may result from the pandemic relating to COVID-19 on the carrying amounts of its assets. Actual results may differ from these estimates under different assumptions and conditions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

Discount rate used to determine the carrying amount of the Company's defined benefit obligation

In determining the appropriate discount rate for plans assets, the management considers the interest rates of government bonds as provided by LIC, in currencies consistent with the currencies of the post-employment benefit obligation.

Contingencies and commitments

In the normal course of business, contingent liabilities may arise from litigations and other claims against the Company.

Where the potential liabilities have a low probability of crystallizing or are very difficult to quantify reliably, we treat them as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings, we do not expect them to have a materially adverse impact on our financial position or profitability.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Useful lives of property, plant and equipment

As described above, the Company reviews the estimated useful lives and residual values of property, plant and equipment at the end of each reporting period. During the current financial year, the management determined that there were no changes to the useful lives and residual values of the property, plant and equipment.

Allowances for doubtful debts

The Company makes allowances for doubtful debts based on an assessment of the recoverability of trade and other receivables. The identification of doubtful debts requires use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debts expenses in the period in which such estimate has been changed.

Allowances for inventories

Management reviews the inventory age listing on a periodic basis. This review involves comparison of the carrying value of the aged inventory items with the respective net realizable value. The purpose is to ascertain whether an allowance is required to be made in the financial statements for any obsolete and slow-moving items. Management is satisfied that adequate allowance for obsolete and slow-moving inventories has been made in the financial statements.

Liability for sales return

In making judgment for liability for sales return, the management considered the detailed criteria for the recognition of revenue from the sale of goods set out in Ind AS 115 and in particular, whether the Company had transferred to the buyer the significant risk and rewards of ownership of the goods. Following the detailed quantification of the Company's liability towards sales return, the management is satisfied that significant risk and rewards have been transferred and that recognition of the revenue in the current year is appropriate, in conjunction with the recognition of an appropriate liability for sales return.

Accruals for estimated product returns, which are based on historical experience of actual sales returns and adjustment on account of current market scenario is considered by Company to be reliable estimate of future sales returns.

Notes to the financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

4 (a) Property, plant and equipment

Description	Gross Block				Depreciation				Net Block	
	As at 01-04-2021	Additions	Deductions	Total up to 31-03-2022	Total up to 31-03-2021	Depreciation for the year	Depreciation written back	Accumulated Depreciation upto 31-03-2022	Total as at 31-03-2021	Total as at 31-03-2022
Building	18,107	-	-	18,107	7,127	592	-	7,719	10,980	10,388
Plant & Machinery	2,673	-	-	2,673	1,112	292	-	1,404	1,561	1,269
Electric Installations	858	98	-	956	850	8	-	858	9	98
Office Equipment	5,419	631	-	6,050	4,747	308	-	5,055	672	995
Air Conditioner	2,087	247	-	2,334	1,267	122	-	1,389	820	945
Generator Set	732	-	-	732	630	33	-	663	102	69
Vehicles	9,951	662	389	10,224	6,645	1,115	366	7,394	3,306	2,830
Tools & Dies	2,209	-	-	2,209	1,844	38	-	1,882	365	327
Testing Equipment	38,672	2,864	-	41,536	21,329	2,404	-	23,733	17,343	17,803
Furniture & Fixtures	5,776	1,223	-	6,999	4,390	307	-	4,697	1,386	2,302
Computer	4,955	2,702	-	7,657	2,674	1,673	-	4,347	2,281	3,310
Total	**91,439**	**8,427**	**389**	**99,477**	**52,615**	**6,892**	**366**	**59,141**	**38,824**	**40,336**
Previous year	87,174	4,265	-	91,439	46,548	6,067	-	52,615	40,626	38,824

4 (b) Other intangible assets

Description	Gross Block				Amortization				Net Block	
	As at 01-04-2021	Additions	Deductions	Total up to 31-03-2022	Total up to 31-03-2021	Amortization for the year	Amortization written back	Accumulated amortization upto 31-03-2022	Total as at 31-03-2021	Total as at 31-03-2022
Computer Software	10,383	80	-	10,463	10,156	173	-	10,329	227	134
Technical Know-How	1,47,760	17,983	-	1,65,743	1,25,173	11,836	-	1,37,009	22,587	28,734
Total	**1,58,143**	**18,063**	**-**	**1,76,206**	**1,35,329**	**12,009**	**-**	**1,47,338**	**22,814**	**28,868**
Previous year	1,47,798	10,345	-	1,58,143	1,23,955	11,374	-	1,35,329	23,843	22,814

Note: There is no reportable acquisitions through business combinations, amount of change due to revaluation, impairment losses and reversals.

4 (c) Intangible assets under development ageing schedule

Description	Current year: amount in Intangible assets under development for a period of					Previous year: amount in Intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	3,572	400	-	-	3,972	-	5,090	637	1,280	7,007
Projects temporarily suspended	-	-	-	-	-	-	-	-	-	-
Total	**3,572**	**400**	**-**	**-**	**3,972**	**-**	**5,090**	**637**	**1,280**	**7,007**

Note: There is no intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan.

4 (d) Right of use assets

Description	Gross Block				Amortization				Net Block	
	As at 01-04-2021	Additions	Deductions	Total up to 31-03-2022	Total up to 31-03-2021	Amortization for the year	Amortization written back	Accumulated amortization upto 31-03-2022	Total as at 31-03-2021	Total as at 31-03-2022
Building	1,793	2,112	-	3,905	1,195	1,532	-	2,727	598	1,178
Total	**1,793**	**2,112**	**-**	**3,905**	**1,195**	**1,532**	**-**	**2,727**	**598**	**1,178**
Previous year	1,793	-	-	1,793	598	598	-	1,195	1,195	598

Notes to the financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

5. Investments

a) Non-current investments

Unquoted equity instruments (all fully paid)	Face value per share	Number of shares		Amount	
		31-03-2022	31-03-2021	31-03-2022	31-03-2021
Investments in subsidiaries at cost					
Valiant Communications (UK) Ltd.	£1.00	2,25,000	2,25,000	17,758	17,758
Valiant Infrastructure Ltd.	₹10.00	2,86,287	2,86,287	2,863	2,863
Total non-current investments				**20,621**	**20,621**
Aggregate amount of unquoted investments				20,621	20,621

b) Current investments

Quoted equity instruments (all fully paid)	Face value per share	Number of shares		Amount	
		31-03-2022	31-03-2021	31-03-2022	31-03-2021
Other investments at fair value through other comprehensive income (FVOCI)					
GAIL India Ltd.	₹ 10.00	-	16,000	-	2,169
Power Grid Corporation of India Ltd.	₹ 10.00	-	14,000	-	3,019
Total current investments				**-**	**5,188**
Aggregate amount of quoted investments and market value thereof				-	5,188

6. Other non-current financial assets (at amortised cost)*

Unsecured, considered good

Particulars	31-03-2022	31-03-2021
Security deposits (non-interest bearing)	912	487
Total	**912**	**487**

*There is no amount due by directors or officers of the Company or any of them, severally or jointly with any other persons or amount due by firms or private companies respectively in which such director is a partner or a member at any time during the reporting period.

7. Other current financial assets (at amortised cost)*

Unsecured, considered good

Particulars	31-03-2022	31-03-2021
Interest accrued on fixed deposits with banks	699	826
Total	**699**	**826**

*There is no amount due by directors or officers of the Company or any of them, severally or jointly with any other persons or amount due by firms or private companies respectively in which such director is a partner or a member at any time during the reporting period.

Notes to the financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

8. Income taxes

The major component of income tax expenses for the year under reporting are:

a) Income tax assets and liabilities as at

Particulars	31-03-2022	31-03-2021
Non current tax assets		
Advance income tax (net of provisions)	238	706
Total	**238**	**706**

b) Current tax liabilities

Provisions for income tax (net of advance tax)	-	1,383
Total	**-**	**1,383**

c) Income tax recognized in profit and loss

Particulars	31-03-2022	31-03-2021
Current income tax charge		
Current income tax	38	1,678
Adjustment in respect of current income tax of previous year	130	144
Deferred tax		
In respect of current year	(11,049)	357
Adjustment in respect of prior years	-	-
Income tax expenses reported in the Statement of profit and loss	**(10,881)**	**2,179**

d) The income tax expense for the year can be reconciled to the accounting profit as follows:

Particulars	31-03-2022	31-03-2021
Profit before tax	**(42,707)**	**9,302**
Income tax expense calculated @ 26% (previous year: 26%)	(11,104)	2,419
Effect of expenses that are not deductible in determining taxable profit	29	21
Adjustment for changes in estimates of deferred tax	6	-
Difference of tax rates on other head of Income	58	(405)
Adjustment in respect of current income tax of previous year	130	144
Income tax expenses reported in the Statement of profit and loss	**(10,881)**	**2,179**

9. Net deferred tax assets

Particulars	31-03-2022	31-03-2021
Property, plant and equipment	1,039	722
Unabsorbed depreciation / business loss carried forward	10,649	-
Right to use Lease	8	15
Provisions for employee benefits	223	133
Gross deferred tax asset	11,919	870
Gross deferred tax liability	-	-
Deferred tax assets (net)	**11,919**	**870**

Notes to the financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

10. Other assets

Unsecured, considered good

a) Non-current assets

Particulars	31-03-2022	31-03-2021
Capital advances	-	4,811
Total	**-**	**4,811**

b) Current assets

Particulars	31-03-2022	31-03-2021
Statutory dues receivable from government authorities		
Value Added Tax (VAT) credit refundable	-	44
Goods and Services Tax (GST) input credit	7,980	3,403
Advances to suppliers	2,972	3,405
Earnest money deposits with customers	1,006	971
Prepaid expenses	1,585	2,105
Total	**13,543**	**9,928**

Note: There are no advances due by directors or officers of the Company or any of them, severally or jointly with any other persons or amounts due by firms or private companies respectively in which such director is a partner or a member.

11. Inventories (valued at lower of cost or net realizable value)

Particulars	31-03-2022	31-03-2021
Raw material	1,18,648	82,353
Work-in-progress	19,629	4,364
Total	**1,38,277**	**86,717**

12. Trade receivables

Particulars	31-03-2022	31-03-2021
Trade receivables		
Unsecured, considered good	28,973	78,025
Any other	-	-
Total	**28,973**	**78,025**

Notes:

1. The normal credit period ranges from 30 days to 180 days.
2. No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.
3. Movement in the expected credit loss allowance: Not Applicable
4. There is no amount due by directors or officers of the Company or any of them, severally or jointly with any other persons or amount due by firms or private companies respectively in which such director is a partner or a member at any time during the reporting period.
5. There is no amount due by any of related party.
6. For Trade receivables ageing schedule and other details, please refer note 31.

Notes to the financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

13. Cash & bank balances

Particulars	31-03-2022	31-03-2021
a) Cash & cash equivalents		
Balances with banks in current accounts	5,580	29,687
Cash on hand	23	160
Total	**5,603**	**29,847**
b) Other bank balance		
Deposits (with original maturity more than 3 months but less than 12 months)	15,000	19,000
Earmarked balances with banks		
Bank deposits as margin money against bank guarantees	4,356	5,927
Total	**19,356**	**24,927**

14. Share capital

Particulars	31-03-2022	31-03-2021
Authorized		
1,50,00,000 equity shares of ₹ 10/- each	**1,50,000**	**1,50,000**
Issued, subscribed & paid-up		
72,23,460 equity shares of ₹ 10/- each fully paid up	**72,235**	**72,235**

14.1 Reconciliation statement for number of equity shares outstanding

Particulars	No. of shares	Value in ₹
Equity shares of ₹10/- each fully paid up		
As at 31-03-2021	72,23,460	72,235
Any changes/ movement during the year	-	-
As at 31-03-2022	**72,23,460**	**72,235**

14.2 The Company has issued only one class of shares/ securities i.e. fully paid-up equity shares. Each equity shareholder is entitled to vote one vote per share. The dividend proposed by Board of Directors, if any, is subject to the approval of equity shareholders in their ensuing annual general meeting, except in case of interim dividend.

In the event of liquidation of Company, the equity shareholders shall be entitled for remaining assets of the Company, after distribution of all preferential amount. The distribution shall be in proportion to the number of shares held by equity shareholders.

14.3 Any holding of shares in respect of each class in the Company held by its holding company or its ultimate holding company including shares held by subsidiaries or associates of the holding company or the ultimate holding company in aggregate: None

14.4 Details of shareholders holding more than five per cent equity shares in the Company

Particulars	Category	No. of shares	% holding
a) Inder Mohan Sood	**Promoter**		
As at 31-03-2021		11,49,086	15.91
As at 31-03-2022		**11,49,086**	**15.91**
b) Davinder Mohan Sood	**Promoter**		
As at 31-03-2021		11,47,758	15.89
As at 31-03-2022		**11,47,758**	**15.89**

Notes to the financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

14.5 Shareholding of Promoters

a) Disclosure of shareholding of promoters as at 31-03-2022 is as follows:

Name of the Promoter	As at 31-03-2022		As at 31-03-2021		% change during the year
	No. of shares	% of total shares	No. of shares	% of total shares	
Inder Mohan Sood	11,49,086	15.91	11,49,086	15.91	-
Davinder Mohan Sood	11,47,758	15.89	11,47,758	15.89	-
Shompa Sood	2,20,000	3.05	2,20,000	3.05	-
Garv Mohan Sood	1,92,500	2.66	1,92,500	2.66	-
Gaurav Mohan Sood	1,20,000	1.66	1,13,418	1.57	0.09
Anupam Sood	12,000	0.17	12,000	0.17	-
Gem Financiers & Distributors Pvt. Ltd.	3,10,373	4.30	3,10,373	4.30	-
Great Films Pvt. Ltd.	1,98,395	2.75	1,98,395	2.75	-
Total	**33,50,112**	**46.38**	**33,43,530**	**46.29**	**0.09**

b) Disclosure of shareholding of promoters as at 31-03-2021 is as follows:

Name of the Promoter	As at 31-03-2021		As at 31-03-2020		% change during the year
	No. of shares	% of total shares	No. of shares	% of total shares	
Inder Mohan Sood	11,49,086	15.91	11,49,086	15.91	-
Davinder Mohan Sood	11,47,758	15.89	11,73,258	16.24	(0.35)
Shompa Sood	2,20,000	3.05	2,16,500	3.00	0.05
Garv Mohan Sood	1,92,500	2.66	1,67,000	2.31	0.35
Gaurav Mohan Sood	1,13,418	1.57	1,13,418	1.57	-
Anupam Sood	12,000	0.17	12,000	0.17	-
Gem Financiers & Distributors Pvt. Ltd.	3,10,373	4.30	3,10,373	4.30	-
Great Films Pvt. Ltd.	1,98,395	2.75	1,98,395	2.75	-
Total	**33,43,530**	**46.29**	**33,40,030**	**46.24**	**0.05**

14.6 As per records of the Company as at reporting date, no calls remain unpaid by the directors and officers of the Company.

15. Other equity

Particulars	31-03-2022	31-03-2021
Securities premium	89,677	89,677
Capital redemption reserve	14,221	14,221
Retained earnings	1,03,220	1,34,930
Reserve for equity instruments through other Comprehensive Income (OCI)	-	224
Total	**2,07,118**	**2,39,052**

All amounts are in ₹ thousands unless otherwise stated

15.1 Movement in other equity

Particulars	31-03-2022	31-03-2021
Reserves & surplus		
Securities premium		
Balance at beginning of year	89,677	89,677
Addition/ deduction	-	-
Closing balance	89,677	89,677
Capital redemption reserve		
Balance at beginning of year	14,221	14,221
Addition/ deduction	-	-
Closing balance	14,221	14,221
Retained earnings		
Balance at beginning of year	1,34,930	1,27,756
Add: Profit/ (loss) for the year	(31,826)	7,123
Cumulative gain/ (loss) transferred from reserve for equity instruments	224	-
Other Comprehensive Income arising from remeasurement	(108)	51
of defined benefit obligation (net of income tax)	-	-
Closing balance	1,03,220	1,34,930
Reserve for equity instruments through Other Comprehensive Income		
Balance at beginning of year	224	(1,512)
Addition / (deduction) for the year	-	1,736
Cumulative gain / (loss) transferred to retained earnings	(224)	-
Closing balance	-	224
Total	**2,07,118**	**2,39,052**

Note:

1. Amount received on issue of shares in excess of the par value has been classified as security premium.
2. Capital redemption reserve is created out of profits on redemption of capital.
3. Retained Earnings represents surplus i.e. balance of the relevant column in the Statement of Changes in Equity.
4. The Company has elected to recognise changes in the fair value of investments in equity instruments in Other Comprehensive Income. These changes are accumulated within the FVTOCI equity investments within equity. The balance in Other Comprehensive Income is transferred to retained earnings on disposal of the investment.

16. Current financial liabilities

Particulars	31-03-2022	31-03-2021
a) Trade payables		
Outstanding dues of micro enterprises and small enterprises	-	-
Outstanding dues of creditors other than micro and small enterprises	18,653	5,868
Total	**18,653**	**5,868**
b) Other financial liabilities		
Employees related payables	3,495	3,228
Other expenses payable	3,120	3,108
Total	**6,615**	**6,336**

Note:

1. The average credit period on purchases of goods and services are within 120 days. The trade payables are non-interest bearing.
2. For Trade Payables ageing schedule and other details, please refer note 32.

Notes to the financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

17. Other current liabilities

Particulars	31-03-2022	31-03-2021
Advances from customers	7,125	5,404
Statutory dues	683	749
Total	**7,808**	**6,153**

18. Provisions

Particulars	31-03-2022	31-03-2021
a) Non-current		
Provision for gratuity	220	346
Total	**220**	**346**
b) Current		
Provision for short-term employees benefits (leave encashment)	636	166
Total	**636**	**166**

19. Revenue from operations

Particulars	31-03-2022	31-03-2021
from exports		
Sale of products	76,965	1,35,058
Sale of services	426	169
Total (A)	**77,391**	**1,35,227**
from India		
Sale of products	41,230	39,261
Sale of services	4,626	4,225
Total (B)	**45,856**	**43,486**
Total (A + B)	**1,23,247**	**1,78,713**

20. Other income

Particulars	31-03-2022	31-03-2021
a) Interest income		
Interest Income on bank deposits carried at amortised cost	1,362	1,968
Interest received on refund of income tax	70	2,273
b) Dividend income		
Dividend on current investments in equity instruments carried at FVOCI	413	262
c) Other gains and losses		
Net gain on sale of current investments at fair value through Profit or Loss	1,214	3,892
Net gain/ (loss) on foreign currency transaction and translation	1,974	1,711
Profit on sale of vehicle	146	-
Total	**5,179**	**10,106**

Notes to the financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

21. Expenses

	Particulars	31-03-2022	31-03-2021
21.1	**Cost of materials consumed**		
	Opening stock	82,353	84,619
	Add: Purchases	1,06,458	81,171
	Less: Closing stock	(1,18,648)	(82,353)
	Total	**70,163**	**83,437**
21.2	**Changes in inventories of work-in-progress (semi-finished)**		
	Opening stock	4,364	625
	Less : Closing stock	(19,629)	(4,364)
	(Increase) / decrease in inventories	**(15,265)**	**(3,739)**
21.3	**Employee benefits expenses**		
	Salary, wages and bonus	51,728	40,007
	Contribution to provident and other funds	1,055	995
	Staff welfare	521	658
	Total	**53,304**	**41,660**
21.4	**Depreciation and amortization expenses**		
	Depreciation on tangible assets	6,893	6,067
	Amortization of lease assets	1,532	598
	Amortization of intangible assets	12,009	11,374
	Total	**20,434**	**18,039**

21.5 Other expenses

Particulars	31-03-2022	31-03-2021
Consumption of stores and spare parts	798	1,547
Power & fuel	1,846	1,447
Repairs to machinery	602	611
Repairs to building	1,773	359
Other manufacturing expenses	8,277	7,593
Rates & taxes, excluding taxes on income	219	51
Postage, phones & grams	1,069	877
Product testing & quality certification	1,106	433
Printing & stationery	320	436
Installation & commissioning	2,158	3,222
Technical support	792	745
Traveling	1,890	1,640
Insurance	358	332
Advertisement	416	621
Office general expenses	1,545	1,068
Vehicle repair & maintenance	761	575
Freight & cartage	7,908	8,428
Charity and donation	9	60
Unrealized debtors	172	38
Security	1,285	1,270

Notes to the financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

21.5 Other expenses (Contd...)

Particulars	31-03-2022	31-03-2021
Miscellaneous	328	332
Auditors remuneration	450	450
Bank charges	325	302
Legal & professional	6,326	5,922
Packing & forwarding	1,412	1,634
Business promotion	9	2
Total	**42,154**	**39,995**

22. Earning per share

Particulars	31-03-2022	31-03-2021
Net profit attributable to the equity shareholders of the Company	(31,826)	7,123
Weighted average number of equity shares of ₹ 10/- each	72,23,460	72,23,460
Basic and diluted earning per share	(4.41)	0.99

23. Contingent liabilities and commitments

23.1 Contingent liabilities (not provided for)

There is no contingent liablities liable to be reported.

23.2 Commitments

In view of current and expected foreseeable growth opportunities, the Board of Directors intends to retain the financial resources of the Company and therefore, finds it prudent not to propose any dividend for the year under reporting.

24. Code on Social Security

The Indian Parliament had approved the Code on Social Security, 2020 in September 2020, relating to the employee benefits. The same had also received the Presidential assent. The Ministry of Labour and Employment has released the draft rules for the Code on Social Security, 2020 on November 13 2020 and has invited suggestions from stakeholders, which are under active consideration by the Ministry.

The Company will assess the impact once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

25. Gratuity

The Company has a defined benefit gratuity plan with Life Insurance Corporation of India (LIC) in the form of a qualifying insurance policy. Eligible employees are entitled for gratuity in accordance with the provisions of the Payment of Gratuity Act, 1972, including any statutory modifications or re-enactment thereof. The fund has formed a trust and it is governed by Board of Trustee.

The fund is subject to risks such as asset volatality, changes in bond yields and asset liability mismatch. In managing the plan assets, the Board of Trustee reviews and manages the risks associated with the funded plan and aim to keep annual contributions relatively stable at a level such that no major plan deficits arises by following effective risk management policies.

Notes to the financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

	Particulars	31-03-2022	31-03-2021
25.1	**Net employee benefit expenses (recognized in profit and loss account)**		
	Current service cost	777	650
	Net interest expenses/ (income)	128	118
	Amount recognized in profit and loss account	905	768
	Remeasurement of the net employee defined benefit plans		
	Net actuarial gain/ (loss) on obligation	(146)	120
	Net actuarial gain/ (loss) on plan assets	-	(51)
	Amount recognized in Other Comprehensive Income	(146)	69
	Total	**1,051**	**699**
25.2	**Changes in present value of defined benefit obligation**		
	Opening defined benefit obligation	11,680	10,350
	Interest cost	924	800
	Current service cost	777	650
	Benefits paid	-	-
	Net actuarial (gain)/ loss on obligation	146	(120)
	Closing defined benefit obligation	**13,527**	**11,680**
25.3	**Changes in fair value of plan assets**		
	Opening fair value of plan assets	11,334	8,427
	Interest return	796	681
	Contribution by employer	1,177	2,276
	Benefits paid	-	-
	Net actuarial gain/ (loss)	-	(50)
	Closing fair value of plan assets	**13,307**	**11,334**
25.4	**Plan assets/ (liability) recognized in the balance sheet**		
	Present value of defined benefit obligation	13,527	11,680
	Less: Fair value of plan assets	13,307	11,334
	Funded status [Deficit/ (Surplus)]	**220**	**346**
25.5	**Constitution of the fair value of total plan assets**		
	Investments with insurer (LIC of India)	100%	100%
25.6	**Principal actuarial assumptions**		
	Discount rate	7.00%	7.00%
	Salary escalation	6.00%	6.00%
	Expected rate of return on plan assets	7.02%	6.50%
	Mortality Rate	- LIC (2006-08) Ultimate -	
	Employee turnover	1% to 3%	1% to 3%

25.7 **Sensitivity analysis**

Impact on defined benefit obligation

Assumption	31-03-2022	31-03-2021
Discount rate		
1.00% increase	(707)	(610)
1.00% decrease	791	683
Future salary increase		
1.00% increase	722	623
1.00% decrease	(657)	(567)
Attrition Rate		
1.00% increase	(18)	(15)
1.00% decrease	21	18

Notes to the financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

The sensitivity analysis presented above may not be a representative of the actual change in the defined benefit obligation as, in practice, it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using "Projected Unit Credit" method at the end of the reporting period which is the same as that applied in calculating the defined benefit obligation liability recognised in Balance Sheet.

There were no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Following are the expected cash flows to the defined benefit plan in future years:

Particulars	31-03-2022	31-03-2021
With in next 12 months	1,044	1,035
Between 1-5 years	1,162	1,161
Between 5-10 years	996	940

26. Financial instruments

Capital management

The capital structure of the Company consists of equity share capital only with no reported debt (neither secured nor unsecured). The Company is not subject to any externally imposed capital requirements.

Categories of financial instruments

Particulars	31-03-2022	31-03-2021
Financial assets		
Measured at amortised cost		
Cash and cash equivalents	5,603	29,847
Other bank balances	19,356	24,927
Trade receivables	28,973	78,025
Other financial assets	1,611	1,313
Measured at fair value through other comprehensive income (FVOCI)		
Current investments (other than subsidiaries)	-	5,188
Financial liabilities		
Measured at amortised cost		
Trade payables	18,653	5,868
Other current financial liabilities at amortised cost	6,615	6,336
Borrowings	-	-

Fair value hierarchy

There are no reported financial assets and financial liabilities that are measured at fair value or where fair value disclosure is required as at 31-03-2022.

The following table provides the fair value measurement hierarchy of the Company's financial assets that are measured at fair value or where fair value disclosure is required as at 31-03-2021:

Particulars	Total	Fair value measurement using		
		Level -1	Level -2	Level -3
FVOCI investments in equity instruments	5,188	5,188	-	-

There have been no transfers among Level 1, Level 2 and Level 3 during the year.

All amounts are in ₹ thousands unless otherwise stated

27. Financial risk management

Risk is inherent in the Company's activities but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls.

The financial liabilities of the Company comprise trade and other payables to finance the operations of the Company. The financial assets of the Company include loans, trade and other receivables, cash and cash equivalents that directly derive from the operations. The Company has not entered into any derivative transactions.

The Company's Board of Directors is ultimately responsible for the overall risk management approach and for providing the risk strategies and principles.

The Company is exposed to market risk, credit risk and liquidity risk.

Market risk

The Company's activities expose it primarily to the financial risk of changes in foreign currency exchange rates.

Though the Company has not entered in any forward foreign exchange contract; however, the market risk is managed on the basis of continuous appraisal of market conditions and management's estimate of long and short-term and changes in fair value.

Freign currency risk management

The Company is mainly exposed to the currencies: USD, CAD, JPY and Euro currency.

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed in accordance with the market conditions and management's estimates.

The carrying amounts of the Company's foreign currency dominated unhedged monetary assets and monetary liabilities at the end of the reporting period are as follows:

(in foreign currencies)

Particulars	31-03-2022	31-03-2021
Liabilities in USD		
Creditors	1,90,297	14,740
Advances from customers	66,842	36,853
Liabilities in Euro		
Advances from customers	12,700	-
Assets in USD		
Debtors	78,600	1,94,248
Advances paid to suppliers	30,498	42,256
Bank balance	5,277	80,237
Assets in JPY		
Advances paid to suppliers	8,16,000	-
Assets in CAD		
Debtors	23,840	41,190

(in ₹ thousands)

Particulars	31-03-2022	31-03-2021
Liabilities in INR		
Creditors	14,426	1,083
Advances from customers	6,035	2,685
Assets in INR		
Debtors	7,406	16,676
Advances paid to suppliers	2,818	3,088
Bank balance	400	5,897

Notes to the financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

Foreign currency sensitivity analysis

The following table details the Company's sensitivity to a 5% increase and decrease in the ₹ against the relevant foreign currency. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. This is mainly attributable to the exposure outstanding on receivables and payables in the Company at the end of the reporting period.

Impact on profit or loss and total equity

(in ₹ thousands)

Particulars	31-03-2022	31-03-2021
Increase in exchange rate by 5%	(492)	1,095
Decrease in exchange rate by 5%	492	(1,095)

Favourable impact shown as positive and adverse impact as negative.

The Company has not entered in any forward foreign exchange derivative contracts during the reporting periods.

Equity risk

There is no material equity risk relating to the Company's equity investments. The Company's equity investments majorly comprises of strategic investments rather than trading purposes.

Interest risk

There is no material interest risk relating to the Company's financial liabilities.

Credit risk management

Credit risk refers to the risk that a counter party will default on its contractual obligation resulting in financial loss to the Company. The Company uses its own trading records to evaluate the credit worthiness of its customers. The Company's exposures are continuously monitored and the aggregate value of transactions concluded, are spread amongst approved counter parties.

Liquidity risk management

The ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

All current financial liabilities are repayable within one year.

Liquidity risk table

The following table detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

Particulars	< 1 year	1 to 3 years	> 3 years
As at 31-03-2022			
Financial liabilities at amortised cost	25,268	-	-
Borrowings	-	-	-
As at 31-03-2021			
Financial liabilities at amortised cost	12,204	-	-
Borrowings	-	-	-

All amounts are in ₹ thousands unless otherwise stated

28. Related party transactions

Details of transactions between the Company and other related party are disclosed below.

28.1 Subsidiaries with ownership details

Name	Country	31-03-2022	31-03-2021
Direct			
Valiant Communications (UK) Limited	U.K.	100.00%	100.00%
Valiant Infrastructure Limited	India	88.94%	88.94%
Indirect			
Valcomm Technologies Inc.	U.S.A.	100.00%	100.00%

28.2 Transactions with Subsidiaries

Particulars	Nature	31-03-2022	31-03-2021
Overseas			
Valiant Communications (UK) Limited	Sale of goods	2,801	3,215
Valcomm Technologies Inc.	Sale of goods	6,163	7,901
Indian			
Valiant Infrastructure Limited	Services received	-	1,670
Balance (payable) receivable from above transactions at the year end			
Valiant Communications (UK) Limited		(1,070)	1,515
Valcomm Technologies Inc.		(2,325)	149

28.3 Key Management Personnel (KMP)

Mr. Inder Mohan Sood (Chairman and Managing Director)
Mr. Davinder Mohan Sood (Executive Director -Finance)
Mr. Gaurav Mohan Sood (Executive Director)
Mr. Gaurav Kaura (Independent Director)
Mr. Avinash Verma (Independent Director)
Mr. Sumit Mehta (Independent Director)
Ms. Neepa Chatterjee (Independent Director)

28.4 Transaction with KMP

Particulars	31-03-2022	31-03-2021
Managerial remuneration	8,913	7,356
Sitting fees paid to Independent Directors	160	160
Total	**9,073**	**7,516**

29. Auditor's remuneration

Particulars	31-03-2022	31-03-2021
Statutory audit fee	175	175
Certification charges	100	100
Tax audit & other assurance services	175	175
Total	**450**	**450**

Notes to the financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

30. Segmentwise revenue & results

Particulars	31-03-2022	31-03-2021
Revenue by geographical segment		
India	45,856	43,486
USA	11,626	35,427
Europe	14,759	25,191
Rest of the world	51,006	74,609
Total	**1,23,247**	**1,78,713**
Less : Inter segment revenue	-	-
Net sales/ revenue from operation	**1,23,247**	**1,78,713**
Profit/(loss) before tax and interest by geographical segment		
India	25,558	24,123
USA	6,480	19,652
Europe	8,226	13,975
Rest of the world	28,428	41,389
Total	**68,692**	**99,139**
Less : Interest	343	125
Less : Other unallocable expenditure net of other unallocable income	1,11,056	89,712
Profit before tax	**(42,707)**	**9,302**

The Company manufactures "Communication Equipment" primarily for power utilities / other utilities and engaged in its allied services, which is the only business segment of the Company. The Company is an Export Oriented Unit with its sole manufacturing unit being located at New Delhi. The above segment revenue and results are being identified on the basis of geographical markets. The fixed assets used in the Company's business cannot be specifically identified with any geographical segment. The management believes that it is currently not practicable to provide segment disclosures relating to total assets and liabilities since a segregation of capital employed on segment basis, is not possible.

31. Trade receivables ageing schedule

Particulars	Outstanding for the following periods from the due date of payment					
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
Trade receivables for the current year:						
Undisputed - considered good	28,973	-	-	-	-	28,973
Undisputed - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed - credit impaired	-	-	-	-	-	-
Disputed - considered good	-	-	-	-	-	-
Disputed - which have significant increase in credit risk	-	-	-	-	-	-
Disputed - credit impaired	-	-	-	-	-	-
Total	28,973	-	-	-	-	28,973
Trade receivables for the previous year:						
Undisputed - considered good	61,823	16,202	-	-	-	78,025
Undisputed - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed - credit impaired	-	-	-	-	-	-
Disputed - considered good	-	-	-	-	-	-
Disputed - which have significant increase in credit risk	-	-	-	-	-	-
Disputed - credit impaired	-	-	-	-	-	-
Total	61,823	16,202	-	-	-	78,025

Note: The date of the transaction is considered as due date of payment, where the date of the transaction is not specified.

All amounts are in ₹ thousands unless otherwise stated

32. Trade payables includes amount payable to Micro, Small and Medium Enterprises (MSME) as follows

Particulars	31-03-2022	31-03-2021
i) Principal amount remaining unpaid to any supplier as at the end of the accounting year*	-	-
ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
iii) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act) along with the amount of payment made to the supplier beyond the appointed day during each accounting year	-	-
iv) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
v) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

* Out of above amount overdue is ₹ Nil (Previous year: ₹ Nil)

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

32.1 Trade payables ageing schedule

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
For the current year:					
MSME	-	-	-	-	-
Others	18,653	-	-	-	18,653
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	18,653	-	-	-	18,653
For the previous year:					
MSME	-	-	-	-	-
Others	5,851	17	-	-	5,868
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	5,851	17	-	-	5,868

Note: The date of the transaction is considered as due date of payment, where the date of the transaction is not specified.

Notes to the financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

33. Additional Regulatory Information

Ratios

Particulars	Numerator	Denominator	Current year	Previous year
Current ratio (in times)	Total current assets	Total current liabilities	6.12	11.83
Inventory Turnover (in times)	Revenue from operations	Average inventory	1.10	2.08
Debt-Equity ratio (in times)#	NA	NA	0 : 1	0 : 1
Debt service coverage ratio (in times) #	NA	NA	NA	NA
Return on equity ratio (in %)	Profit for the year	Average total equity	-10.78%	2.32%
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	2.30	2.36
Trade payables turnover ratio (in times)	Net Purchases	Average trade payables	8.68	9.05
Net capital turnover ratio (in times)	Revenue from operations	Average working capital	0.63	0.85
Net profit ratio (in %)	Profit for the year	Revenue from operations	-26%	4%
Return on Networth (in %)	Profit for the year	Net worth	-11.39%	2.29%
Return on capital employed (in %)	Profit before tax and finance costs	Net worth+Lease liabilities	-15%	3%
Return on investment (in %)	Income generated from invested funds	Average invested funds	31%	96%

As the Company is a debt free organization, the referred ratios are not applicable. The finance cost is on account of adoption of Ind AS 116 "Leases"

The variation in turnover ratios are because of drop in average trade receivables but increase in average inventory and average trade payables. The Company is forced to carry higher inventory in comparison of last year because of ongoing world-wide supply chain disruption in semi-conductors.

The drop in above reported margin and return ratios are primarily because of the reported drop in revenue and increase in cost pertaining to the employee benefits expense and the other operating costs.

34. The comparative figures for the previous year have been rearranged wherever required to conform to the revised presentation of accounts.

35. Notes to financial statements form an integral part of financial statements.

As per our report of even date
For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No.: 008953C

Alok Jain
Partner
Membership No.: 510960

For and on behalf of the Board

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 30 May 2022

Consolidated Financial Statements

For the Financial Year ended 31 March 2022

INDEPENDENT AUDITOR'S REPORT

To the Members of Valiant Communications Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of Valiant Communications Limited (the " Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March 2022, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements, give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules,2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2022 and their consolidated loss, their consolidated total comprehensive income, their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SA"s) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained by us is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

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

Revenue recognition

The Key Audit Matter	How our audit addressed the KAM
As described in Note 3.13 and 20 to the consolidated financial statements, the revenue standard establishes a comprehensive framework for determining whether, how much and when revenue is recognized. The standard mandates robust disclosures in respect of revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.	Our audit procedures, include – • We tested that the revenue recognized is in accordance with the revenue recognition accounting standard; • Evaluated the identification of performance obligations and the ascribed transaction price; • Evaluated the detailed analysis performed by management on revenue streams by selecting samples for the existing contracts with customers and considered revenue recognition policy in the current period in respect of those revenue streams; and • Evaluated the appropriateness of the disclosures provided under the revenue standard and assessed the completeness and mathematical accuracy of the relevant disclosures.

Information Other then the Consolidated Financial Statements and Auditor's Report thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the consolidated financial statements, standalone statements and our auditors' report thereon.

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

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

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the entities included in the Group are responsible for assessing the ability of each entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group is responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 and its subsidiary companies which are incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated 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 auditors' report. However, future events or conditions may cause the Group (Holding Company and Subsidiaries) to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial Statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of Valiant Communications (UK) Limited and Valcomm Technologies Inc., foreign subsidiaries of the Holding Company, whose respective standalone financial statements reflect total assets of ₹ 642.09 lacs as at 31 March 2022, total turnover of ₹ 177.11 lacs and net cash inflows/outflows amounting to ₹ 420.09 Lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited under the provisions of law of the respective host country and have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary is based solely on the Management certification. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to the financial information of subsidiaries certified by the Management.

Report on Other Legal and Regulatory Requirements

1. With respect to the matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2020 (“the Order”) issued by the Central Government of India in terms of section 143(11) of the Act, to be included in the Auditor's Report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

2. As required by Section 143(3) of the Act, based on our audit, 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 of the aforesaid consolidated financial statements.

   b) in our opinion, proper books of accounts as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss Including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Company and its subsidiaries which are incorporated in India, as on 31 March 2022 and taken on record by the Board of Directors of respective companies, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in "**Annexure-I"**.

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

i. The Group does not have any pending litigations which would impact its financial position.
ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India during the year ended 31 March 2022.
iv. (a) The respective Managements of the Company and its subsidiaries which are incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are incorporated in India, whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The Holding Company and its subsidiary companies which are incorporated in India, have not declared or paid any dividend during the year.

h) With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of Section 197(16) of the Act, as amended:
In our opinion and according to the information and explanations given to us, the remuneration paid during the current year by the Holding Company and its subsidiaries which are incorporated in India to its directors is in accordance with the provisions of Section 197 of the Act.

For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No. 008953C

Alok Jain
Partner
Membership No. 510960
UDIN: 22510960AJVRHM2423

New Delhi, 30 May 2022

"Annexure – I" to the Independent Auditors' Report on the consolidated financial statements of Valiant Communications Limited for the year ended 31 March 2022

Report on the Internal Financial Controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In conjunction with our audit of the consolidated financial statements of Valiant Communications Limited ("the Holding Company") as of 31 March 2022, we have audited the internal financial controls with reference to the consolidated financial statements of the Holding Company and its subsidiary companies which are incorporated in India, as of that date.

Opinion

In our opinion, the Holding Company and its subsidiaries which are incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31 March 2022, based on the internal control with reference to financial statements criteria established by the Holding Company and its subsidiaries which are incorporated in India, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI ("the Guidance Note").

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiaries which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Holding Company and its subsidiaries, which are incorporated in India, considering the essential components of internal control stated in the Guidance Note. 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 the respective entity's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to the Holding Company and its subsidiary companies which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and with reference to Consolidated Financial Statements . Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial 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 internal financial controls system with reference to financial statements of the Holding Company and its subsidiary companies, which are incorporated in India.

Meaning of Internal Financial Controls with reference to Consolidated 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 consolidated 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 consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated 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 consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No. 008953C

Alok Jain
Partner
Membership No. 510960
UDIN: 22510960AJVRHM2423

New Delhi, 30 May 2022

Valiant Communications Limited

Consolidated Balance Sheet as at 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

Particulars	Note	As at 31-03-2022	As at 31-03-2021
ASSETS			
Non-current assets			
(a) Property, plant and equipment	4(a)	**40,336**	38,824
(b) Other intangible assets	4(b)	**28,868**	22,814
(c) Intangible assets under development	4(c)	**3,972**	7,007
(d) Right of use assets	4(d)	**1,178**	598
(e) Financial Assets			
Other financial assets	5	**1,282**	857
(f) Deferred tax assets (net)	9	**11,919**	870
(g) Income tax assets (net)	7	**241**	732
(h) Other non-current assets	10(a)	**-**	4,811
Total non-current assets		**87,796**	76,513
Current assets			
(a) Inventories	11	**1,38,277**	86,717
(b) Financial Assets			
(i) Investments	13	**4,189**	41,503
(ii) Trade receivables	12	**29,860**	76,626
(iii) Cash and cash equivalents	14(a)	**48,713**	50,590
(iv) Bank balances other than (iii) above	14(b)	**21,278**	26,127
(v) Other financial assets	6	**947**	984
(c) Other current assets	10(b)	**13,548**	9,928
Total current assets		**2,56,812**	2,92,475
Total assets		**3,44,608**	**3,68,988**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	15	**72,235**	72,235
(b) Other equity	16	**2,37,399**	2,68,963
Equity attributable to the owners		**3,09,634**	3,41,198
Non-controlling interest		**431**	428
Total equity		**3,10,065**	3,41,626
LIABILITIES			
Non-current liabilities			
(a) Financial liabilities			
- Lease liabilities		**1,210**	657
(b) Provisions	19(a)	**220**	346
Total non-current liabilities		**1,430**	1,003
Current liabilities			
(a) Financial liabilities			
(i) Trade payables	17(a)		
- Outstanding dues of micro enterprises and small enterprises		-	-
- Outstanding dues of creditors other than micro and small enterprises		**16,943**	9,318
(ii) Other financial liabilities	17(b)	**6,620**	6,336
(b) Other current liabilities	18	**7,867**	6,466
(c) Provisions	19(b)	**636**	166
(d) Current tax liabilities (net)	7	**1,047**	4,073
Total current liabilities		**33,113**	26,359
Total equity and liabilities		**3,44,608**	**3,68,988**

See accompanying notes to the financial statements

As per our report of even date
For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No.: 008953C

Alok Jain
Partner
Membership No.: 510960

For and on behalf of the Board

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 30 May 2022

Valiant Communications Limited

Consolidated Statement of Profit and Loss for the year ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

	Particulars	Note	31-03-2022	31-03-2021
I.	Revenue From Operations	20	**1,31,994**	2,16,762
II.	Other Income	21	**16,272**	25,457
III.	**Total Income (I+II)**		**1,48,266**	2,42,219
IV.	**EXPENSES**			
	Cost of materials consumed	22.1	**70,163**	83,437
	Purchases of stock-in-trade		**5,430**	30,632
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	22.2	**(15,265)**	(3,739)
	Employee benefits expenses	22.3	**54,794**	44,999
	Depreciation and amortization expenses	22.4	**20,434**	18,039
	Finance cost		**343**	125
	Other expenses	22.5	**48,513**	47,688
	Total expenses (IV)		**1,84,412**	2,21,181
V.	Profit/(loss) before exceptional items and tax (III- IV)		**(36,146)**	21,038
VI.	Exceptional Items		-	-
VII.	**Profit/(loss) before tax (V-VI)**		**(36,146)**	21,038
VIII.	Tax expenses:			
	(1) Current tax	8	**1,239**	4,544
	(2) Deferred tax	8	**(11,049)**	458
IX.	**Profit (Loss) for the year (VII-VIII)**		**(26,336)**	16,036
X.	**Other Comprehensive Income (OCI)**			
	a) Items that will be reclassified to profit or loss			
	Exchange difference on translation of foreign operations		**1,872**	250
	b) Items that will not be reclassified to profit or loss			
	Remeasurement of the employee defined benefit plans		**(146)**	69
	Equity instruments through Other Comprehensive Income		**-**	7,742
	Income tax relating to items that will not be reclassified to profit or loss		**38**	(18)
			(108)	7,793
	Total Other Comprehensive Income (a+b)		**1,764**	8,043
XI.	**Total Comprehensive Income for the year (IX+X)**		**(24,572)**	24,079
XII.	**Profit for the year attributable to:**			
	Owners of the Company		**(26,339)**	16,028
	Non-controlling interest		**3**	8
			(26,336)	16,036
XIII.	**Other Comprehensive Income attributable to:**			
	Owners of the Company		**1,764**	8,043
	Non-controlling interest		-	-
			1,764	8,043
XIV.	**Total Comprehensive Income attributable to:**			
	Owners of the Company		**(24,575)**	24,071
	Non-controlling interest		**3**	8
			(24,572)	24,079
XV.	**Earnings per equity share in ₹**	23		
	(1) Basic		**(3.65)**	2.22
	(2) Diluted		**(3.65)**	2.22

See accompanying notes to the financial statements

As per our report of even date
For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No.: 008953C

Alok Jain
Partner
Membership No.: 510960

For and on behalf of the Board

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 30 May 2022

Valiant Communications Limited

Consolidated Cash Flow Statement for the year ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

	Particulars		31-03-2022		31-03-2021
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net profit before tax		**(36,146)**		21,038
	Adjustment for				
	Depreciation and amortization	**18,902**		17,441	
	Remeasurement of the employee defined benefit plans	**(146)**		69	
	(Profit)/ loss on sale of fixed assets	**(146)**		-	
	Bank interest	**(1,489)**		(2,054)	
	Equity instruments through Other Comprehensive Income	**(6,989)**		7,742	
	Net gain on sale of current investments	**(10,997)**		(18,682)	
	Dividend income	**(1,546)**		(1,057)	
	Foreign currency translation reserve adjustments	**1,872**		250	
	Deferred tax translation adjustments for subsidiaries	**-**		2	
	Net (gain)/ loss on foreign currency translation	**(2,023)**	**(2,562)**	(1,391)	2,320
	Operating profit before working capital changes		**(38,708)**		23,358
	Adjustment for				
	(Increase)/ decrease in trade receivables		**46,767**		913
	(Increase)/ decrease in other financial assets		**(389)**		(103)
	(Increase)/ decrease in other assets		**(3,619)**		(3,760)
	(Increase)/ decrease in inventories		**(51,560)**		(1,473)
	(Increase)/ decrease in right of use assets		**(580)**		598
	Increase/ (decrease) in lease liabilities		**553**		(595)
	Increase/ (decrease) in trade payables		**7,625**		(9,391)
	Increase/ (decrease) in other financial liabilities		**1,684**		2,373
	Increase/ (decrease) in other current liabilities and provisions		**344**		(1,411)
	Cash generated from operations		**(37,883)**		10,509
	Interest paid		-		-
	Direct tax refunds (net)/ paid		**(3,736)**		4,633
	Net cash generated from operating activities		**(41,619)**		**15,142**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of tangible and intangible assets		**(26,491)**		(14,609)
	Sale of tangible and intangible assets		**169**		-
	Sale (purchases) and other movements of investments		**48,312**		654
	Capital advances		**4,811**		(1,311)
	Intangible assets under development		**3,035**		(1,220)
	Movement in other bank balance		**4,848**		8,510
	Dividend income		**1,546**		1,056
	Bank Interest		**1,489**		2,054
	Net cash generated from investing activities		**37,719**		**(4,866)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		**-**		**-**
	Net cash generated from financing activities		**-**		**-**
	Net gain/ (loss) on foreign currency translation		**2,023**		1,391
	Net increase in cash and cash equivalents		**(1,877)**		11,667
	Cash and cash equivalents (opening balance)		**50,590**		38,923
	Cash and cash equivalents (closing balance)		**48,713**		**50,590**

See accompanying notes to the financial statements

As per our report of even date
For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No.: 008953C

Alok Jain
Partner
Membership No.: 510960

For and on behalf of the Board

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 30 May 2022

Valiant Communications Limited

Consolidated Statement of Changes in Equity for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

A. Equity Share Capital

Financial year (FY)	Balance at the beginning of the reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the reporting period
Current reporting period (FY 2021-22)	72,235	-	-	-	72,235
Previous reporting period (FY 2020-21)	72,235	-	-	-	72,235

B. Other Equity

Particulars	Reserves and Surplus			Other Comprehensive Income (OCI)			Total Other Equity	Non-controlling interest
	Capital Redemption Reserve	Securities Premium	Retained Earnings	Equity Instruments through Other Comprehensive Income	Exchange difference on translation of foreign operations	Actuarial gain/ (loss)		
As at 01-04-2020	**14,221**	**89,677**	**1,37,588**	**(529)**	**3,935**	**-**	**2,44,892**	**420**
Profit for the year	-	-	16,028	-	-	-	16,028	8
Other Comprehensive Income (net)	-	-	-	7,742	250	51	8,043	-
Transferred to retained earnings	-	-	51	-	-	(51)	-	-
Total Comprehensive Income (net)	-	-	16,079	7,742	250	-	24,071	8
As at 31-03-2021	**14,221**	**89,677**	**1,53,667**	**7,213**	**4,185**	**-**	**2,68,963**	**428**
Profit for the year	-	-	(26,339)	-	-	-	(26,339)	3
Other Comprehensive Income (net)	-	-	-	(6,989)	1,872	(108)	(5,225)	-
Transferred to retained earnings	-	-	116	(224)	-	108	-	-
Total Comprehensive Income (net)	-	-	(26,223)	(7,213)	1,872	-	(31,564)	3
As at 31-03-2022	**14,221**	**89,677**	**1,27,444**	**-**	**6,057**	**-**	**2,37,399**	**431**

See accompanying notes to the financial statements

As per our report of even date
For and on behalf of
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Membership No.: 510960

For and on behalf of the Board

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 30 May 2022

Notes to the consolidated financial statements for the period ended 31 March 2022

1. Corporate Information

Valiant Communications Limited (the ''Company'') is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The principal activities of the Company and its subsidiaries (hereinafter referred to as "Group") are manufacturing and marketing of communications equipment, primarily for power utilities / other utilities and; its allied services. The Group has its manufacturing facilities in India and sells in India and across the globe. The Company's registered office is at 71/1, Shivaji Marg, New Delhi 110 015.

The financial statements for the year ended 31 March 2022 were approved by the Board of Directors and authorised for issue on 30 May 2022.

2. Recent accounting pronouncement

The Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from 01 April 2022, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Group does not expect the amendment to have any significant impact in its financial statements.

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amount received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Group does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification, and the Group does not expect the amendment to have any significant impact in its financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Group does not expect the amendment to have any significant impact in its financial statements.

Ind AS 116 – Annual Improvements to Ind AS (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Group does not expect the amendment to have any significant impact in its financial statements.

3. Significant accounting policies

3.1 Statement of compliance

These financial statements of the Group have been prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS").

3.2 Basis of preparation and measurement

The consolidated financial statements have been prepared on an accrual basis and in accordance with the historical cost convention except for certain financial instruments which are measured at fair values at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

All assets and liabilities are classified into current and non-current generally based on the nature of product/ activities of the Group and the normal time between acquisition of assets/liabilities and their realisation/settlement in cash or cash equivalent.

The Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

3.3 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Statement of Profit and Loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

3.4 Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange of control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 Employee Benefits respectively; and
- assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer' s previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

In case of a bargain purchase, before recognising a gain in respect thereof, the Group determines whether there exists clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. Thereafter, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and recognises any additional assets or liabilities that are identified in that reassessment. The Group then reviews the procedures used to measure the amounts that Ind AS requires for the purposes of calculating the bargain purchase. If the gain remains after this reassessment and review, the Group recognises it in other comprehensive income and accumulates the same in equity as capital reserve. This gain is attributed to the acquirer. If there does not exist clear evidence of the underlying reasons for classifying the business combination as a bargain purchase, the Group recognises the gain, after reassessing and reviewing (as described above), directly in equity as capital reserve.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another Ind AS.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill or capital reserve, as the case maybe. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified.

Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at fair value at subsequent reporting dates with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed off.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

3.5 Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

3.6 Foreign currency translation

The functional currency of the Group is Indian rupee (₹).

On initial recognition, all foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss.

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

3.7 Property, plant and equipment (PPE)

PPE are initially recognised at cost. The initial cost of PPE comprises its purchase price, including non-refundable duties and taxes net of any trade discounts and rebates. The cost of PPE includes interest on borrowings (borrowing cost), if any, directly attributable to acquisition, construction or production of qualifying assets subsequent to initial recognition, PPE are stated at cost less accumulated depreciation (other than freehold land, which are stated at cost) and impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work in progress, if any) less their residual values over the useful lives, using the straight-line method ("SLM") at the rates prescribed in Schedule II of the Companies Act, 2013.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in profit or loss. Fully depreciated assets still in use are retained in financial statements.

3.8 Intangible assets

Intangible assets are measured on initial recognition at cost and subsequently are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal.

Gains or losses on derecognition are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

The Group amortises intangible assets with a finite useful life using the straight-line method over the following range of useful lives:

Asset	Useful life
Technical know-how	4 years
Software	6 years

The estimated useful life is reviewed annually by the management.

3.9 Capital work-in-progress and intangible assets under development

Capital work-in-progress/intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost.

3.10 Non-derivative financial instruments

Financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Cash and cash equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

The Group has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading in Other Comprehensive Income.

Financial assets at fair value through profit or loss (FVTPL)
Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

Financial liabilities
Financial liabilities are measured at amortised cost using the effective interest method.

Equity instruments
An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments recognised by the Group are measured at the proceeds received net off direct issue cost.

Offsetting of financial instruments
Financial assets and financial liabilities are off set and the net amount is reported in financial statements if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

3.11 Impairment
Financial assets (other than at fair value)
The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments, if any. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

PPE and intangibles assets
Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Profit and Loss.

3.12 Inventories
Inventories are valued at lower of cost (on weighted average basis) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition including all applicable duties, taxes and other levies. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, indirect taxes. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

3.13 Revenue recognition

Revenue from sale of goods
Revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the group expects to receive in exchange for those goods.

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which is usually on dispatch / delivery. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract.

Rendering of services
Income recognition for services takes place as and when the services are performed in accordance with IND AS 115

Interest Income
Interest income from financial assets is recognized when it is probable that economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

Dividend
Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Insurance claims
Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

3.14 Research and development expenses
Research expenditure and development costs of products are capitalised on product's technical feasibility is established.

3.15 Leases
The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

The Group's lease asset classes primarily consist of leases for buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

(i) the contract involves the use of an identified asset
(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
(iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

3.16 Non-current assets held for sale
Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving disposal of an investment, the investment that will be disposed off is classified as held for sale when the criteria described above are met.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

3.17 Employee benefits
Employee benefits includes contribution to provident fund, gratuity fund, compensated absences and supplemental pay.

The Group has provided for liability on account of all following employees benefits available to the employees in accordance with the applicable rules, regulations, laws and employees benefits policy of the Group.

i) Provident fund is a defined contribution scheme and the contributions are charged to the profit & loss account of the year when the contributions to the government funds are due.
ii) Gratuity liability is a defined benefit obligation and provided for on the basis of an actuarial valuation as per projected unit credit method, made at the end of each financial year. The Group has taken a policy with the Life Insurance Corporation of India (LIC) to cover the gratuity liability of the employees and premium paid to the LIC is charged to Profit and Loss Account. The difference between the actuarial valuation of the gratuity liability of the employees at the year end and the balance of funds with LIC is provided for as liability in the books.
iii) Employees are entitled to short-term compensated absences, which are provided for on the basis of estimates.
iv) Actuarial gains/losses are recognized in Other Comprehensive Income (OCI).

3.18 Segment reporting
As per Ind AS 108, operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Group's chief operating decision maker is the Managing Director & CEO.

The Group's operating geographical business segment is based on the locations of customers. Allocable costs are allocated to each segment in proportion to the relative sales of each segment. All the common income, expenses, assets and liabilities, which are not possible to be allocated to different segments, are treated as un-allocable items.

3.19 Income tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year.

Current and deferred taxes are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current tax

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Current tax assets and current tax liabilities are off set when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax

Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of a deferred tax asset shall be reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets and liabilities are off set when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, to the extent it would be available for set off against future current income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

3.20 Accounting of provisions, contingent liabilities and contingent assets

Provisions are recognized, when there is a present legal or constructive obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Where the effect is material, the provision is discounted to net present value using an appropriate current market-based pre-tax discount rate and the unwinding of the discount is included in finance costs.

Contingent liabilities are recognised only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Group, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable.

3.21 Dividend to equity shareholders

Dividend to equity shareholders is recognised as a liability and deducted from shareholders' equity, in the period in which the dividends are approved by the equity shareholders in the general meeting.

3.22 Earnings per share (EPS)

Basic EPS is computed by dividing the profit or loss attributable to the equity shareholders of the Group by the weighted average number of Ordinary shares outstanding during the year. Diluted EPS is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of ordinary equity shares, for the effects of all dilutive potential Ordinary shares.

3.23 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the consolidated financial statements in conformity with the Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the consolidated financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The Management has considered the possible effects, if any, that may result from the pandemic relating to COVID-19 on the carrying amounts of its assets. Actual results may differ from these estimates under different assumptions and conditions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

Discount rate used to determine the carrying amount of the Group's defined benefit obligation

In determining the appropriate discount rate for plans assets, the management considers the interest rates of government bonds as provided by LIC, in currencies consistent with the currencies of the post-employment benefit obligation.

Contingencies and commitments

In the normal course of business, contingent liabilities may arise from litigations and other claims against the Group.

Where the potential liabilities have a low probability of crystallizing or are very difficult to quantify reliably, we treat them as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings, we do not expect them to have a materially adverse impact on our financial position or profitability.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Useful lives of property, plant and equipment

As described above, the Group reviews the estimated useful lives and residual values of property, plant and equipment at the end of each reporting period. During the current financial year, the management determined that there were no changes to the useful lives and residual values of the property, plant and equipment.

Allowances for doubtful debts

The Group makes allowances for doubtful debts based on an assessment of the recoverability of trade and other receivables. The identification of doubtful debts requires use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debts expenses in the period in which such estimate has been changed.

Allowances for inventories

Management reviews the inventory age listing on a periodic basis. This review involves comparison of the carrying value of the aged inventory items with the respective net realizable value. The purpose is to ascertain whether an allowance is required to be made in the financial statements for any obsolete and slow-moving items. Management is satisfied that adequate allowance for obsolete and slow-moving inventories has been made in the financial statements.

Liability for sales return

In making judgment for liability for sales return, the management considered the detailed criteria for the recognition of revenue from the sale of goods set out in Ind AS 18 and in particular, whether the Group had transferred to the buyer the significant risk and rewards of ownership of the goods. Following the detailed quantification of the Group's liability towards sales return, the management is satisfied that significant risk and rewards have been transferred and that recognition of the revenue in the current year is appropriate, in conjunction with the recognition of an appropriate liability for sales return.

Accruals for estimated product returns, which are based on historical experience of actual sales returns and adjustment on account of current market scenario is considered by Group to be reliable estimate of future sales returns.

Notes to the consolidated financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

4 (a) Property, plant and equipment

Description	Gross Block				Depreciation				Net Block	
	As at 01-04-2021	Additions	Deductions	Total up to 31-03-2022	Total up to 31-03-2021	Depreciation for the year	Depreciation written back	Accumulated Depreciation upto 31-03-2022	Total as at 31-03-2021	Total as at 31-03-2022
Building	18,107	-	-	18,107	7,127	592	-	7,719	10,980	10,388
Plant & Machinery	2,673	-	-	2,673	1,112	292	-	1,404	1,561	1,269
Electric Installations	858	98	-	956	850	8	-	858	9	98
Office Equipment	5,419	631	-	6,050	4,747	308	-	5,055	672	995
Air Conditioner	2,087	247	-	2,334	1,267	122	-	1,389	820	945
Generator Set	732	-	-	732	630	33	-	663	102	69
Vehicles	9,951	662	389	10,224	6,645	1,115	366	7,394	3,306	2,830
Tools & Dies	2,209	-	-	2,209	1,844	38	-	1,882	365	327
Testing Equipment	38,672	2,864	-	41,536	21,329	2,404	-	23,733	17,343	17,803
Furniture & Fixtures	5,776	1,223	-	6,999	4,390	307	-	4,697	1,386	2,302
Computer	4,955	2,702	-	7,657	2,674	1,673	-	4,347	2,281	3,310
Total	**91,439**	**8,427**	389	**99,477**	**52,615**	**6,892**	366	**59,141**	**38,824**	**40,336**
Previous year	87,174	4,265	-	91,439	46,548	6,067	-	52,615	40,626	38,824

4 (b) Other intangible assets

Description	Gross Block				Amortization				Net Block	
	As at 01-04-2021	Additions	Deductions	Total up to 31-03-2022	Total up to 31-03-2021	Amortization for the year	Amortization written back	Accumulated amortization upto 31-03-2022	Total as at 31-03-2021	Total as at 31-03-2022
Computer Software	10,383	80	-	10,463	10,156	173	-	10,329	227	134
Technical Know-How	1,47,760	17,983	-	1,65,743	1,25,173	11,836	-	1,37,009	22,587	28,734
Total	**1,58,143**	**18,063**	**-**	**1,76,206**	**1,35,329**	**12,009**	**-**	**1,47,338**	**22,814**	**28,868**
Previous year	1,47,798	10345	-	1,58,143	1,23,955	11,374	-	1,35,329	23,843	22,814

Note: There is no reportable acquisitions through business combinations, amount of change due to revaluation, impairment losses and reversals.

4 (c) Intangible assets under development ageing schedule

Description	Current year: amount in Intangible assets under development for a period of					Previous year: amount in Intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	3,572	400	-	-	3,972	-	5,090	637	1,280	7,007
Projects temporarily suspended	-	-	-	-	-	-	-	-	-	-
Total	**3,572**	**400**	**-**	**-**	**3,972**	**-**	**5,090**	**637**	**1,280**	**7,007**

Note: There is no intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan.

4 (d) Right of use assets

Description	Gross Block				Amortization				Net Block	
	As at 01-04-2021	Additions	Deductions	Total up to 31-03-2022	Total up to 31-03-2021	Amortization for the year	Amortization written back	Accumulated amortization upto 31-03-2022	Total as at 31-03-2021	Total as at 31-03-2022
Building	1,793	2,112	-	3,905	1,195	1,532	-	2,727	598	1,178
Total	**1,793**	**2,112**	**-**	**3,905**	**1,195**	**1,532**	**-**	**2,727**	**598**	**1,178**
Previous year	1,793	-	-	1,793	598	598	-	1,195	1,195	598

All amounts are in ₹ thousands unless otherwise stated

5. Other non-current financial assets (at amortised cost)*

Unsecured, considered good

Particulars	31-03-2022	31-03-2021
Non-current		
Security deposits (non-interest bearing)	1,282	857
Total	**1,282**	**857**

*There is no amount due by directors or officers of the Company or any of them, severally or jointly with any other persons or amount due by firms or private companies respectively in which such director is a partner or a member at any time during the reporting period.

6. Other current financial assets (at amortised cost)*

Unsecured, considered good

Particulars	31-03-2022	31-03-2021
Current		
Interest accrued on fixed deposits with bank	947	984
Total	**947**	**984**

*There is no amount due by directors or officers of the Company or any of them, severally or jointly with any other persons or amount due by firms or private companies respectively in which such director is a partner or a member at any time during the reporting period.

7. Income taxes assets and liabilities as at

The major component of income tax expenses for the year under reporting are:

Particulars	31-03-2022	31-03-2021
a) Non current tax assets		
Advance income tax (net of provisions)	241	732
Total	**241**	**732**
b) Current tax liabilities		
Provision for income tax (net of advance tax)	1,047	4,073
Total	**1,047**	**4,073**

8. a) Income tax recognized in profit and loss

Particulars	31-03-2022	31-03-2021
Current income tax charge		
Current income tax	1,109	4,400
Adjustment in respect of current income tax of previous year	130	144
	1,239	4,544
Deferred tax		
In respect of current year	(11,049)	458
Adjustment in respect of prior years	-	-
	(11,049)	458
Income tax expenses reported in the Statement of profit and loss	**(9,810)**	**5,002**

Notes to the consolidated financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

b) The income tax expense for the year can be reconciled to the accounting profit as follows:

Particulars	31-03-2022	31-03-2021
Profit before tax	**(36,146)**	**21,038**
Income tax expense calculated at Indian tax rate of 26% (previous year: 26%)	(9,398)	5,470
Effect of expenses that are not deductible in determining taxable profit	29	22
Adjustments for subsidiaries taxation	(635)	(330)
Adjustment for changes in estimates of deferred tax	6	101
Difference of tax rates on other head of Income	58	(405)
Adjustment in respect of current income tax of previous year	130	144
Income tax expenses reported in the Statement of profit and loss	**(9,810)**	**5,002**

9. Net deferred tax assets

Particulars	31-03-2022	31-03-2021
Property, plant and equipment	1,039	722
Unabsorbed depreciation / business loss carried forward	10,649	-
Right to use lease assets	8	15
Provisions for employee benefits	223	133
Gross deferred tax asset	11,919	870
Gross deferred tax liability	-	-
Deferred tax assets (net)	**11,919**	**870**

10. Other assets

Unsecured, considered good

a) Non-current assets

Particulars	31-03-2022	31-03-2021
Capital advances	-	4,811
Total	**-**	**4,811**

b) Current assets

Particulars	31-03-2022	31-03-2021
Statutory dues receivable from government authorities		
Value Added Tax (VAT) credit refundable	-	43
Goods and Services tax (GST) input credit	7,985	3,403
Advances to suppliers	2,972	3,406
Earnest money deposits with customers	1,006	971
Prepaid expenses	1,585	2,105
Total	**13,548**	**9,928**

Note: There are no advances due by directors or officers of the Company or any of them, severally or jointly with any other persons or amounts due by firms or private companies respectively in which such director is a partner or a member.

Notes to the consolidated financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

11. Inventories (valued at lower of cost or net realizable value)

Particulars	31-03-2022	31-03-2021
Raw material	1,18,648	82,353
Work-in-progress	19,629	4,364
Total	**1,38,277**	**86,717**

12. Trade receivables

Particulars	31-03-2022	31-03-2021
Trade receivables		
Unsecured, considered good	29,860	76,626
Any other	-	-
Total	**29,860**	**76,626**

Notes:

1. The credit period ranges from 30 days to 180 days.
2. No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.
3. Movement in the expected credit loss allowance: Not Applicable
4. There is no amount due by directors or officers of the Group/ Company or any of them, severally or jointly with any other persons or amount due by firms or private companies respectively in which such director is a partner or a member at any time during the reporting period.
5. There is no amount due by any of related party. Transactions and balances with its own subsidiaries are eliminated on consolidation.
6. For Trade receivables ageing schedule and other details, please refer note 33.

13. Current investments

Carried at fair value through profit and loss account (FVTPL)

Particulars	31-03-2022	31-03-2021
Quoted		
Investment in equity instruments	4,189	41,503
Total current investments	**4,189**	**41,503**
Aggregate amount of quoted investments and market value thereof	**4,189**	**41,503**

14. Cash & bank balances

Particulars	31-03-2022	31-03-2021
a) Cash & cash equivalents		
Balances with banks in current accounts	48,651	50,369
Cash on hand	62	221
Total	**48,713**	**50,590**
b) Other bank balance		
Deposits (with original maturity more than 3 months but less than 12 months)	16,922	20,200
Earmarked balances with banks		
Bank deposits as margin money against bank guarantees	4,356	5,927
Total	**21,278**	**26,127**

Notes to the consolidated financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

15. Share capital

Particulars	31-03-2022	31-03-2021
Authorized		
1,50,00,000 equity shares of ₹ 10/- each	**1,50,000**	**1,50,000**
Issued, subscribed & paid-up		
72,23,460 equity shares of ₹ 10/- each fully paid up	**72,235**	**72,235**

15.1 Reconciliation statement for number of equity shares outstanding

Particulars	No. of shares	Value in ₹
Equity shares of ₹ 10/- each fully paid up		
As at 31-03-2021	72,23,460	72,235
Any changes/ movement during the year	-	-
As at 31-03-2022	**72,23,460**	**72,235**

15.2 The Company has issued only one class of shares/ securities i.e. fully paid-up equity shares. Each equity shareholder is entitled to vote one vote per share. The dividend proposed by Board of Directors, if any, is subject to the approval of equity shareholders in their ensuing annual general meeting, except in case of interim dividend.

In the event of liquidation of Company, the equity shareholders shall be entitled for remaining assets of the Company, after distribution of all preferential amount. The distribution shall be in proportion to the number of shares held by equity shareholders.

15.3 Any holding of shares in respect of each class in the Company held by its holding company or its ultimate holding company including shares held by subsidiaries or associates of the holding company or the ultimate holding company in aggregate: None

15.4 Details of shareholders holding more than five per cent equity shares in the Company

Particulars	Category	No. of shares	% holding
a) Inder Mohan Sood	**Promoter**		
As at 31-03-2021		11,49,086	15.91
As at 31-03-2022		**11,49,086**	15.91
b) Davinder Mohan Sood	**Promoter**		
As at 31-03-2021		11,47,758	15.89
As at 31-03-2022		**11,47,758**	15.89

All amounts are in ₹ thousands unless otherwise stated

15.5 Shareholding of Promoters

a) Disclosure of shareholding of promoters as at 31-03-2022 is as follows:

Name of the Promoter	As at 31-03-2022		As at 31-03-2021		% change during the year
	No. of shares	% of total shares	No. of shares	% of total shares	
Inder Mohan Sood	11,49,086	15.91	11,49,086	15.91	-
Davinder Mohan Sood	11,47,758	15.89	11,47,758	15.89	-
Shompa Sood	2,20,000	3.05	2,20,000	3.05	-
Garv Mohan Sood	1,92,500	2.66	1,92,500	2.66	-
Gaurav Mohan Sood	1,20,000	1.66	1,13,418	1.57	0.09
Anupam Sood	12,000	0.17	12,000	0.17	-
Gem Financiers & Distributors Pvt. Ltd.	3,10,373	4.30	3,10,373	4.30	-
Great Films Pvt. Ltd.	1,98,395	2.75	1,98,395	2.75	-
Total	**33,50,112**	**46.38**	**33,43,530**	**46.29**	**0.09**

b) Disclosure of shareholding of promoters as at 31-03-2021 is as follows:

Name of the Promoter	As at 31-03-2021		As at 31-03-2020		% change during the year
	No. of shares	% of total shares	No. of shares	% of total shares	
Inder Mohan Sood	11,49,086	15.91	11,49,086	15.91	-
Davinder Mohan Sood	11,47,758	15.89	11,73,258	16.24	(0.35)
Shompa Sood	2,20,000	3.05	2,16,500	3.00	0.05
Garv Mohan Sood	1,92,500	2.66	1,67,000	2.31	0.35
Gaurav Mohan Sood	1,13,418	1.57	1,13,418	1.57	-
Anupam Sood	12,000	0.17	12,000	0.17	-
Gem Financiers & Distributors Pvt. Ltd.	3,10,373	4.30	3,10,373	4.30	-
Great Films Pvt. Ltd.	1,98,395	2.75	1,98,395	2.75	-
Total	**33,43,530**	**46.29**	**33,40,030**	**46.24**	**0.05**

15.6 As per records of the Company as at reporting date, no calls remain unpaid by the directors and officers of the Company.

16. Other equity

Particulars	31-03-2022	31-03-2021
Securities premium	89,677	89,677
Capital redemption reserve	14,221	14,221
Retained earnings	1,27,444	1,53,667
Reserve for equity instruments through Other Comprehensive Income	-	7,213
Foreign currency translation reserve	6,057	4,185
Total	**2,37,399**	**2,68,963**

Notes to the consolidated financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

16.1 Movement in other equity

Particulars	31-03-2022	31-03-2021
Reserves & surplus		
Securities premium		
Balance at beginning of year	89,677	89,677
Addition/ deduction	-	-
Closing balance	89,677	89,677
Capital redemption reserve		
Balance at beginning of year	14,221	14,221
Addition/ deduction	-	-
Closing balance	14,221	14,221
Retained earnings		
Balance at beginning of year	1,53,667	1,37,588
Add: Profit/ (loss) for the year	(26,339)	16,028
Cumulative gain/ (loss) transferred from reserve for equity instruments	224	-
Other Comprehensive Income arising from remeasurement of defined benefit obligation (net of income tax)	(108)	51
Closing balance	1,27,444	1,53,667
Reserve for equity instruments through Other Comprehensive Income		
Balance at beginning of year	7,213	(529)
Addition/ (deduction) for the year	(6,989)	7,742
Cumulative gain/ (loss) transferred to retained earnings	(224)	-
Closing balance	-	7,213
Foreign currency translation reserve		
Balance brought forward	4,185	3,935
Addition/ (deduction) for the year	1,872	250
Closing balance	6,057	4,185
Total	**2,37,399**	**2,68,963**

Note:

1. Amount received on issue of shares in excess of the par value has been classified as securities premium and can be utilized in accordance with the provisions of the Companies Act, 2013 (the Act).
2. Capital redemption reserve is created out of profits on redemption of capital, which is required to be maintained as per statute and cannot be distributed to the shareholders. The same can only be utilized in a restrictive manner as required by the Act.
3. Retained Earnings represents surplus i.e. balance of the relevant column in the Statement of Changes in Equity.
4. Foreign currency translation reserve pretains to exchange differences on the translation of the subsidiaries having a functional currency other than Indian Rupees.
5. The Company has elected to recognise changes in the fair value of investments in equity instruments in Other Comprehensive Income. These changes are accumulated within the FVTOCI equity investments within equity. The balance in Other Comprehensive Income is transferred to retained earnings on disposal of the investment.

17. Current financial liabilities

Particulars	31-03-2022	31-03-2021
a) Trade payables		
Outstanding dues of micro enterprises and small enterprises	-	-
Outstanding dues of creditors other than micro and small enterprises	16,943	9,318
Total	**16,943**	**9,318**

All amounts are in ₹ thousands unless otherwise stated

Particulars	31-03-2022	31-03-2021
b) Other financial liabilities		
Employees related payables	3,495	3,228
Other expenses payable	3,125	3,108
Total	**6,620**	**6,336**

Note:

1. The average credit period on purchases of goods and services are within 120 days. The trade payables are non-interest bearing.
2. For Trade Payables ageing schedule and other details, please refer note 34.

18. Other current liabilities

Particulars	31-03-2022	31-03-2021
Advances from customers	7,184	5,463
Statutory dues	683	1,003
Total	**7,867**	**6,466**

19. Provisions

Particulars	31-03-2022	31-03-2021
a) Non-current		
Provision for gratuity	220	346
Total	**220**	**346**
b) Current		
Provision for short-term employees benefits (leave encashment)	636	166
Total	**636**	**166**

20. Revenue from operations

Particulars	31-03-2022	31-03-2021
from exports		
Sale of products	85,712	1,73,027
Sale of services	426	169
Total (A)	**86,138**	**1,73,196**
from India		
Sale of products	41,230	37,671
Sale of services	4,626	5,895
Total (B)	**45,856**	**43,566**
Total (A + B)	**1,31,994**	**2,16,762**

Notes to the consolidated financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

21. Other income

Particulars	31-03-2022	31-03-2021
a) Interest income		
Interest Income on bank deposits carried at amortised cost	1,488	2,054
Interest received on refund of income-tax	71	2,273
b) Dividend income		
Dividend on non-current investments in equity instruments carried at FVOCI	1,546	1,057
c) Others gains and losses		
Net gain on sale of current investments at fair value through Profit or Loss	10,998	18,682
Net gain/ (loss) on foreign currency transaction and translation	2,023	1,391
Profit on sale of vehicle	146	-
Other non-operating income (net of expenses directly attributable to such income)	-	-
Total	**16,272**	**25,457**

22. Expenses

Particulars	31-03-2022	31-03-2021
22.1 Cost of materials consumed		
Opening stock	82,353	84,619
Add: Purchases	1,06,458	81,171
Less: Closing stock	(1,18,648)	(82,353)
Total	**70,163**	**83,437**
22.2 Changes in inventories of work-in-progress (semi-finished)		
Opening stock	4,364	625
Less: Closing stock	(19,629)	(4,364)
(Increase) / decrease in inventories	**(15,265)**	**(3,739)**
22.3 Employee benefits expenses		
Salary, wages and bonus	53,218	43,346
Contribution to provident and other funds	1,055	995
Staff welfare	521	658
Total	**54,794**	**44,999**
22.4 Depreciation and amortization expenses		
Depreciation on tangible assets	6,893	6,067
Amortization of lease assets	1,532	598
Amortization of intangible assets	12,009	11,374
Total	**20,434**	**18,039**

All amounts are in ₹ thousands unless otherwise stated

	Particulars	31-03-2022	31-03-2021
22.5	**Other expenses**		
	Consumption of stores and spare parts	798	1,547
	Power & fuel	1,846	1,447
	Repairs to machinery	602	611
	Repairs to building	1,773	359
	Other manufacturing expenses	8,277	7,593
	Rates & taxes, excluding taxes on income	257	101
	Postage, phones & grams	1,072	880
	Product testing & quality certification	1,106	433
	Printing & stationery	332	442
	Installation & commissioning	2,158	3,222
	Technical support	3,287	4,257
	Traveling	2,668	1,651
	Insurance	358	332
	Advertisement	416	621
	Office general expenses	2,141	1,921
	Vehicle repair & maintenance	761	575
	Freight & cartage	7,908	8,428
	Charity and donation	9	60
	Unrealized debtors	172	38
	Security	1,285	1,270
	Miscellaneous	355	342
	Auditors remuneration	455	455
	Bank charges	665	574
	Legal & professional	8,391	8,893
	Packing & forwarding	1,412	1,634
	Business promotion	9	2
	Total	**48,513**	**47,688**

23. Earning per share

Particulars	31-03-2022	31-03-2021
Net profit attributable to the equity shareholders of the Company	(26,339)	16,028
Weighted average number of equity shares of ₹ 10/- each	72,23,460	72,23,460
Basic and diluted earning per share	(3.65)	2.22

24. Contingent liabilities and commitments

24.1 Contingent liabilities (not provided for)

There is no contingent liablities liable to be reported.

24.2 Commitments

In view of current and expected foreseeable growth opportunities, the Board of Directors intends to retain the financial resources of the Group and therefore, finds it prudent not to propose any dividend for the year under reporting.

Notes to the consolidated financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

25. Code on Social Security

The Indian Parliament had approved the Code on Social Security, 2020 in September 2020, relating to the employee benefits. The same had also received the Presidential assent. The Ministry of Labour and Employment has released the draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders, which are under active consideration by the Ministry.

The Company and its Indian subsidiary will assess the impact once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

26. Gratuity

The Group has a defined benefit gratuity plan with Life Insurance Corporation of India (LIC) in the form of a qualifying insurance policy. Eligible employees are entitled for gratuity in accordance with the provisions of the Payment of Gratuity Act, 1972, including any statutory modifications or re-enactment thereof. The fund has formed a trust and it is governed by Board of Trustee.

The fund is subject to risks such as asset volatality, changes in bond yields and asset liability mismatch. In managing the plan assets, the Board of Trustee reviews and manages the risks associated with the funded plan and aim to keep annual contributions relatively stable at a level such that no major plan deficits arises by following effective risk management policies.

	Particulars	31-03-2022	31-03-2021
26.1	**Net employee benefit expenses (recognized in profit and loss account)**		
	Current service cost	777	650
	Net interest expenses/ (income)	128	118
	Amount recognized in profit and loss account	905	768
	Remeasurement of the net employee defined benefit plans		
	Net actuarial gain/ (loss) on obligation	(146)	120
	Net actuarial gain/ (loss) on plan assets	-	(51)
	Amount recognized in Other Comprehensive Income	(146)	69
	Total	**1,051**	**699**
26.2	**Changes in present value of defined benefit obligation**		
	Opening defined benefit obligation	11,680	10,350
	Interest cost	924	800
	Current service cost	777	650
	Benefits paid	-	-
	Net actuarial (gain)/ loss on obligation	146	(120)
	Closing defined benefit obligation	**13,527**	**11,680**
26.3	**Changes in fair value of plan assets**		
	Opening fair value of plan assets	11,334	8,427
	Interest return	796	681
	Contribution by employer	1,177	2,276
	Benefits paid	-	-
	Net actuarial gain/ (loss)	-	(50)
	Closing fair value of plan assets	**13,307**	**11,334**

All amounts are in ₹ thousands unless otherwise stated

	Particulars	31-03-2022	31-03-2021
26.4	**Plan assets/ (liability) recognized in the balance sheet**		
	Present value of defined benefit obligation	13,527	11,680
	Less: Fair value of plan assets	13,307	11,334
	Funded status [Deficit/ (Surplus)]	**220**	**346**
26.5	**Constitution of the fair value of total plan assets**		
	Investments with insurer (LIC of India)	100%	100%
26.6	**Principal actuarial assumptions**		
	Discount rate	7.00%	7.00%
	Salary escalation	6.00%	6.00%
	Expected rate of return on plan assets	7.02%	6.50%
	Mortality Rate	LIC (2006-08) Ultimate	LIC (2006-08) Ultimate
	Employee turnover	1% to 3%	1% to 3%

26.7 **Sensitivity analysis**

Impact on defined benefit obligation

Assumption	31-03-2022	31-03-2021
Discount rate		
1.00% increase	(707)	(610)
1.00% decrease	791	683
Future salary increase		
1.00% increase	722	623
1.00% decrease	(657)	(567)
Attrition Rate		
1.00% increase	(18)	(15)
1.00% decrease	21	18

The sensitivity analysis presented above may not representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using "Projected Unit Credit" method at the end of the reporting period which is the same as that applied in calculating the defined benefit obligation liability recognised in Balance Sheet.

There were no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Following are the expected cash flows to the defined benefit plan in future years:

Particulars	31-03-2022	31-03-2021
With in next 12 months	1,044	1,035
Between 1-5 years	1,162	1,161
Between 5-10 years	996	940

Notes to the consolidated financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

27. Financial instruments

Capital management

The capital structure of the Group consists of equity share capital only with no reported debt (neither secured nor unsecured). The Group is not subject to any externally imposed capital requirements.

Categories of financial instruments

Particulars	31-03-2022	31-03-2021
Financial assets		
Measured at amortised cost		
Cash and cash equivalents	48,713	50,590
Other bank balances	21,278	26,127
Other financial assets	2,229	1,841
Trade receivables	29,860	76,626
Measured at fair value through profit and loss account (FVTPL)		
Current investments	4,189	41,503
Financial liabilities		
Measured at amortised cost		
Trade payables	16,943	9,318
Other current financial liabilities at amortised cost	6,620	6,336
Borrowings	-	-

Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Group's financial assets that are measured at fair value or where fair value disclosure is required as at 31 March 2022:

Particulars	Total	Fair value measurement using		
		Level -1	Level -2	Level -3
FVTPL investments in equity instruments	4,189	4,189	-	-

There have been no transfers among Level 1, Level 2 and Level 3 during the year.

Whereas, the following table provides the fair value measurement hierarchy of the Group's financial assets that are measured at fair value or where fair value disclosure is required as at 31 March 2021:

Particulars	Total	Fair value measurement using		
		Level -1	Level -2	Level -3
FVTPL investments in equity instruments	41,503	41,503	-	-

There have been no transfers among Level 1, Level 2 and Level 3 during the year.

28. Financial risk management

Risk is inherent in the Group's activities but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls.

The financial liabilities of the Group comprise trade and other payables to finance the operations of the Group. The financial assets of the Group include loans, trade and other receivables, cash and cash equivalents that directly derive from the operations. The Group has not entered into any derivative transactions.

All amounts are in ₹ thousands unless otherwise stated

The Company's Board of Directors is ultimately responsible for the overall risk management approach and for providing the risk strategies and principles.

The Group is exposed to market risk, credit risk and liquidity risk.

Market risk
The Group's activities expose it primarily to the financial risk of changes in foreign currency exchange rates.

Though the Group has not entered in any forward foreign exchange contract, however; the market risk is managed on the basis of continuous appraisal of market conditions and management's estimate of long and short-term and changes in fair value.

Foreign currency risk management
The Group is mainly exposed to the currencies : USD, CAD, JPY and Euro currency.

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed in accordance with the market conditions and management's estimates.

The Group has not entered in any forward foreign exchange derivative contracts during the reporting periods.

Equity risk
There is no material equity risk relating to the Group's equity investments . The Group's equity investments majorly comprises of strategic investments rather than trading purposes.

Interest risk
There is no material interest risk relating to the Group's financial liabilities.

Credit risk management
Credit risk refers to the risk that a counter party will default on its contractual obligation resulting in financial loss to the Group. The Group uses its own trading records to evaluate the credit worthiness of its customers. The Group's exposures are continuously monitored and the aggregate value of transactions concluded, are spread amongst approved counter parties.

Liquidity risk management
The ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established an appropriate liquidity risk management framework for the management of the Group's short-term, medium-term and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

All current financial liabilities are repayable within one year.

Liquidity risk table
The following table detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

Particulars	< 1 year	1 to 3 years	> 3 years
As at 31-03-2022			
Financial liabilities at amortised cost	23,563	-	-
Borrowings	-	-	-
As at 31-03-2021			
Financial liabilities at amortised cost	15,654	-	-
Borrowings	-	-	-

Notes to the consolidated financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

29. Related party transactions

Details of transactions between the Group and other related party are disclosed below.

29.1 Subsidiaries considered in the consolidated financial statements:

Name	Country	31-03-2022	31-03-2021
Direct			
Valiant Communications (UK) Limited	U.K.	100.00%	100.00%
Valiant Infrastructure Limited	India	88.94%	88.94%
Indirect			
Valcomm Technologies Inc.	U.S.A.	100.00%	100.00%

29.2 Key Management Personnel (KMP)

Mr. Inder Mohan Sood (Chairman and Managing Director)
Mr. Davinder Mohan Sood (Executive Director -Finance)
Mr. Gaurav Mohan Sood (Executive Director)
Mr. Gaurav Kaura (Independent Director)
Mr. Avinash Verma (Independent Director)
Mr. Sumit Mehta (Independent Director)
Ms. Neepa Chatterjee (Independent Director)

29.3 Transactions with KMP

Particulars	31-03-2022	31-03-2021
Managerial remuneration	10,403	10,695
Sitting fees paid to Independent Directors	160	160
Total	**10,563**	**10,855**

30. Auditor's remuneration

Particulars	31-03-2022	31-03-2021
Statutory audit fee	180	180
Certification charges	100	100
Tax audit and other assurance services	175	175
Total	**455**	**455**

31. Segmentwise revenue & results

Particulars	31-03-2022	31-03-2021
Revenue by geographical segment		
India	45,856	43,566
USA	20,517	71,898
Europe	14,615	26,689
Rest of the world	51,006	74,609
Total	**1,31,994**	**2,16,762**
Less: Inter segment revenue	-	-
Net sales/ revenue from operation	**1,31,994**	**2,16,762**

All amounts are in ₹ thousands unless otherwise stated

Particulars	31-03-2022	31-03-2021
Profit/(loss) before tax and interest by geographical segment		
India	25,017	21,416
USA	11,193	35,344
Europe	7,973	13,120
Rest of the world	27,827	36,677
Total	**72,010**	**1,06,557**
Less: Interest	343	125
Less: Other unallocable expenditure net of other unallocable income	1,07,813	85,394
Profit before tax	**(36,146)**	**21,038**

The Group manufactures "Communication Equipment" primarily for power utilities / other utilities and engaged in its allied services, which is the only business segment of the Group. The Group manufacturing unit is located at New Delhi. The above segment-wise revenue and results are being identified on the basis of geographical markets. The fixed assets used in the Group's business cannot be specifically identified with any geographical segment. The management believes that it is currently not practicable to provide segment disclosures relating to total assets and liabilities since a segregation of capital employed on segment basis, is not possible.

32. Additional information related to the subsidiaries considered in the preparation of consolidated financial statements.

a) As at 31-03-2022

Name of entity	Net Assets i.e. total assets minus total liablities		Share in profit or loss (PAT)		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
Parent company								
Valiant Communications Ltd.	90.10	2,79,353	120.84	(31,826)	(6.11)	(108)	129.95	(31,934)
Indian subsidiary								
Valiant Infrastructure Ltd.	1.17	3,638	(0.11)	29	-	-	(0.12)	29
Foreign subsidiary								
Valiant Communications (UK) Ltd.	8.83	27,380	(3.15)	828	(21.80)	(384)	(1.81)	444
Valcomm Technologies Inc.	10.98	34,043	(17.59)	4,633	127.91	2,256	(28.03)	6,889
Non-controlling interest in all subsidiaries	(0.14)	(431)	0.01	(3)	-	-	0.01	(3)
Consolidation adjustments as per Ind AS	(10.94)	(33,918)	-	-	-	-	-	-
Total	100.00	3,10,065	100.00	(26,339)	100.00	1,764	100.00	(24,575)

Notes to the consolidated financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

b) As at 31-03-2021

Name of entity	Net Assets i.e. total assets minus total liablities		Share in profit or loss (PAT)		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
Parent company								
Valiant Communications Ltd.	91.12	3,11,287	44.44	7,123	22.22	1,787	37.01	8,910
Indian subsidiary								
Valiant Infrastructure Ltd.	1.06	3,608	0.44	70	-	-	0.29	70
Foreign subsidiary								
Valiant Communications (UK) Ltd.	7.88	26,937	1.21	194	25.39	2,043	9.29	2,237
Valcomm Technologies Inc.	10.05	34,322	53.96	8,649	52.39	4,213	53.43	12,862
Non-controlling interest in all subsidiaries	(0.13)	(428)	(0.05)	(8)	-	-	(0.02)	(8)
Consolidation adjustments as per Ind AS	(9.98)	(34,100)	-	-	-	-	-	-
Total	100.00	3,41,626	100.00	16,028	100.00	8,043	100.00	24,071

33. Trade receivables ageing schedule

Particulars	Outstanding for the following periods from the due date of payment					
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
Trade receivables for the current year:						
Undisputed - considered good	29,860	-	-	-	-	29,860
Undisputed - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed - credit impaired	-	-	-	-	-	-
Disputed - considered good	-	-	-	-	-	-
Disputed - which have significant increase in credit risk	-	-	-	-	-	-
Disputed - credit impaired	-	-	-	-	-	-
Total	29,860	-	-	-	-	29,860
Trade receivables for the previous year:						
Undisputed - considered good	60,424	16,202	-	-	-	76,626
Undisputed - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed - credit impaired	-	-	-	-	-	-
Disputed - considered good	-	-	-	-	-	-
Disputed - which have significant increase in credit risk	-	-	-	-	-	-
Disputed - credit impaired	-	-	-	-	-	-
Total	60,424	16,202	-	-	-	76,626

Note: The date of the transaction is considered as due date of payment, where the date of the transaction is not specified.

All amounts are in ₹ thousands unless otherwise stated

34. Trade payables includes amount payable to Micro, Small and Medium Enterprises as follows

Particulars	31-03-2022	31-03-2021
i) Principal amount remaining unpaid to any supplier as at the end of the accounting year*	-	-
ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
iii) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act) along with the amount of payment made to the supplier beyond the appointed day during each accounting year	-	-
iv) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
v) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

*Out of above amount overdue is ₹ Nil (Previous year: ₹ Nil)

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

34.1 Trade payables ageing schedule

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
For the current year:					
MSME	-	-	-	-	-
Others	16,943	-	-	-	16,943
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	16,943	-	-	-	16,943
For the previous year:					
MSME	-	-	-	-	-
Others	9,301	17	-	-	9,318
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	9,301	17	-	-	9,318

Note: The date of the transaction is considered as due date of payment, where the date of the transaction is not specified.

Notes to the consolidated financial statements for the period ended 31 March 2022

All amounts are in ₹ thousands unless otherwise stated

35. Additional Regulatory Information

Ratios

Particulars	Numerator	Denominator	Current year	Previous year
Current ratio (in times)	Total current assets	Total current liabilities	7.76	11.10
Inventory Turnover (in times)	Revenue from operations	Average inventory	1.17	2.52
Debt-Equity ratio (in times)#	NA	NA	0 : 1	0 : 1
Debt service coverage ratio (in times)#	NA	NA	NA	NA
Return on equity ratio (in %)	Profit for the year	Average total equity	-8.08%	4.87%
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	2.48	2.81
Trade payables turnover ratio (in times)	Net Purchases	Average trade payables	8.52	7.98
Net capital turnover ratio (in times)	Revenue from operations	Average working capital	0.54	0.86
Net profit ratio (in %)	Profit for the year	Revenue from operations	-20%	7%
Return on Networth (in %)	Profit for the year	Net worth	-8.49%	4.69%
Return on capital employed (in %)	Profit before tax and finance costs	Net worth+Lease liabilities	-12%	6%
Return on investment (in %)	Income generated from invested funds	Average invested funds	55%	61%

As the Group is a debt free organization, the referred ratios are not applicable. The finance cost is on account of adoption of Ind AS 116 "Leases"

The variation in turnover ratios are because of drop in average trade receivables but increase in average inventory and average trade payables. The Group is forced to carry higher inventory in comparison of last year because of ongoing world-wide supply chain disruption in semi-conductors.

The drop in above reported margin and return ratios are primarily because of the reported drop in revenue and increase in cost pertaining to the employee benefits expense and the other operating costs.

36. The comparative figures for the previous year have been rearranged wherever required to conform to the revised presentation of accounts.

37. Notes to financial statements form an integral part of consolidated financial statements.

As per our report of even date
For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No.: 008953C

Alok Jain
Partner
Membership No.: 510960

For and on behalf of the Board

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 30 May 2022

VALIANT COMMUNICATIONS LIMITED
REGD. OFFICE: 71/1, SHIVAJI MARG,
NEW DELHI – 110 015.
CIN: L74899DL1993PLC056652
Email id: investors@valiantcom.com
Website: www.valiantcom.com
Telephone no: 011-25928415

NOTICE

Notice is hereby given that 29th Annual General Meeting of the Valiant Communications Limited will be held on Friday, 30 September 2022, at 9:30 a.m. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM). The venue of the meeting shall be deemed to be the Registered Office of the Company. The following businesses will be transacted at the meeting: -

ORDINARY BUSINESS

1. To receive, consider and adopt
   a) the Audited Standalone Financial Statements for the financial year ended 31 March 2022 together with the Reports of the Board of Directors and Auditors thereon; and
   b) the Audited Consolidated Financial Statements for the financial year ended 31 March 2022 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Gaurav Mohan Sood (DIN No. 08772592) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Statutory Auditors (Auditors) of the Company and fix their remuneration and in this regard, to consider and, if thought fit, to pass with or without modification, the following Resolution as an ordinary resolution:

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Pawan Nanak Bansal & Co., Chartered Accountants, (ICAI Firm Registration No. 008953C), be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of five (5) consecutive years, from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the Thirty Fourth (34th) AGM of the Company to be held in the year 2027, to examine and audit the accounts of the Company, at such remuneration plus applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time."

SPECIAL BUSINESS

4. **Re-appointment of Mr. Inder Mohan Sood as Managing Director and CEO**

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

   "RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Company be and is hereby accorded for the re-appointment of Mr. Inder Mohan Sood (holding DIN 00001758), as Managing Director and Chief Executive Officer, as approved by the Nomination and Remuneration Committee and Board of Directors pursuant to the provisions of Companies Act, 2013, for a further period of three years w.e.f. 17 August 2022, but liable to retire by rotation, on existing terms and conditions including remuneration, set out in the explanatory statement annexed hereto including the remuneration to be paid in the event of inadequacy of profits in any financial year, with liberty to the Board of Directors of the Company to increase, alter and vary, on the approval and recommendation of Nomination and Remuneration Committee of the Board, without further reference to the Members, the terms and conditions of the said re-appointment including the remuneration, but subject to the maximum remuneration prescribed under Para A, Section II, Part II of Schedule V of the Companies Act, 2013, in such manner, as may be agreed to between the Board of Directors and Mr. Inder Mohan Sood.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to execute the agreement and other documents and take such steps as may be necessary and desirable to implement and give effect to the forgoing resolution."

5. **Re-appointment of Mr. Davinder Mohan Sood as Executive Whole-time Director and CFO**

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

   "RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Company be and is hereby accorded for the re-appointment of Mr. Davinder Mohan Sood (holding DIN 00001756), as Executive Whole-time Director and Chief Financial Officer, as approved by the Nomination and Remuneration Committee and Board of Directors pursuant to the provisions of Companies Act, 2013, for a further period of three years w.e.f. 01 December 2022, but liable to retire by rotation, on existing terms and conditions including remuneration, set out in the explanatory statement annexed hereto including the remuneration to be paid in the event of inadequacy of profits in any financial year, with liberty to the Board of Directors of the Company to increase, alter and vary, on the approval and recommendation of Nomination and Remuneration Committee of the Board, without further reference to the Members, the terms and conditions of the said

re-appointment including the remuneration, but subject to the maximum remuneration prescribed under Para A, Section II, Part II of Schedule V of the Companies Act, 2013, in such manner, as may be agreed to between the Board of Directors and Mr. Davinder Mohan Sood.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to execute the agreement and other documents and take such steps as may be necessary and desirable to implement and give effect to the forgoing resolution."

By order of the Board of Directors
For Valiant Communications Ltd.
Sd/-
Manish Kumar
Company Secretary
Membership No.: A16483

Date: 30 May 2022
Regd. Office: 71/1, Shivaji Marg, New Delhi - 110015

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. 14/2020 and 17/2020 dated 08 April 2020 and 13 April 2020 respectively and General Circular no. 3/2022 dated 05 May 2022, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19", General Circular no. 20/2020 dated 05 May 2020, General Circular nos. 02/2021 and 21/2021 dated 13 January 2021 and 14 December 2021 respectively and General Circular no. 2/2022 dated 05 May 2022, in relation to "Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

2. As the AGM shall be conducted through VC/ OAVM, the facility for appointment of Proxy by the Members is not available and hence, Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

3. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (Act).

4. Members under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to mail to investors@valiantcom.com, a scanned copy (PDF/JPEG format) of the Board Resolution authorising their representatives to attend and vote at the AGM, pursuant to Section 113 of the Act.

5. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

   a) **For shares held in electronic form:** to their Depository Participants (DPs)
   b) **For shares held in physical form:** to the Company/Registrar and Transfer Agent i.e. Link Intime India Pvt. Ltd. (LIIPL), Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi – 110058, in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/ 655 dated 03 November 2021. For further details, Members may also visit Company's website http://valiantcom.com/corporate/investors/investor-details.html

6. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

   Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at https://valiantcom.com/corporate/investors/investor-details.html and on the website of LIIPL at https://linkintime.co.in/. It may be noted that any service request can be processed only after the folio is KYC Compliant.

7. SEBI vide its notification dated 24 January 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or LIIPL, for assistance in this regard.

8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or LIIPL, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

9. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website https://valiantcom.com/corporate/investors/investor-details.html. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to LIIPL in case the shares are held in physical form.

10. In case of joint holders, 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 during the AGM.

11. The members are requested to send their queries, if any, at least 7 days in advance of the meeting so that necessary information can be made available at the meeting.

12. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 24 September 2022 to Friday, 30 September 2022 (both days inclusive).

13. Pursuant to the provisions of Section 124 of Companies Act, 2013, the amounts of dividend remaining unclaimed for a period of seven years have been transferred to the Investors Education and Protection Fund (IEPF). Members are also requested to note that, pursuant to the provisions of Section 124 of the Act and the IEPF Rules, the Company has transferred all shares on which dividend had not been paid or claimed for seven consecutive years or more to an IEPF Demat Account. Members/ claimants whose shares, unclaimed dividend, sale proceeds of fractional shares etc. have been transferred to the IEPF Demat Account or the Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF- 5.

14. Pursuant to the above referred statutory Circulars, the Notice of the AGM and the Annual Report for the year ended 31 March 2022 are being sent electronically to those Members whose email addresses are registered with the DP/RTA. Notice of the AGM and the Annual Report for the year ended 31 March 2022 circulated to Members is also available on the website of the Company www.valiantcom.com and on the website of BSE Limited i.e. www.bseindia.com.

15. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 3 to 5 of the Notice is annexed hereto.

16. Register of Directors and Key Managerial Personnel and their shareholdings and Register of Contracts or Arrangements in which Directors are interested, maintained under Sections 170 and 189 of the Act, respectively, will be available electronically for inspection by the Members. All documents referred to in the Notice will also be available for electronic inspection by the Members without payment of any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents are requested to send an email to agm@valiantcom.net. Inspection shall be provided at a mutually convenient time.

17. Details of Directors seeking appointment/re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI Listing Regulations)

    i) Mr. Inder Mohan Sood, aged 65, is one of Promoters of the Company. He is a Post Graduate (M.A.) from Delhi University and having vast experience in the core activities of the Company. He is associated with the Company right from its inception and joined the Board as Director on 01-01-1994. Apart from the Company, he holds the office of director in (a) Valiant Infrastructure Ltd. (b) Valiant Communications (UK) Ltd. (c) Gem Financiers & Distributors (P) Ltd. (d) Great Films (P) Ltd. (e) Valcomm Technologies Inc. He does not hold any kind of directorship and/or membership of the committees of Board in any other listed entity. Mr. Inder Mohan Sood is from Promoter group of the Company and he is relative to the other executive directors; namely, Mr. Davinder Mohan Sood and Mr. Gaurav Mohan Sood. As on 31 March 2022, he holds 11,49,086 (15.91%) equity shares of the Company.

    ii) Mr. Davinder Mohan Sood, aged 59, is one of Promoters of the Company. He is an Honors Graduate in English from Delhi University and also accredited with Advanced Security Analysis from The New York Institute of Finance, USA. He has varied experience in senior management and operations of the Company. He is associated with the Company right from its inception and joined the Board as Director on 28-12-1993. Apart from the Company, he holds the office of director in (a) Valiant Infrastructure Ltd. (b) Gem Financiers & Distributors (P) Ltd. (c) Great Films (P) Ltd. (d) Valcomm Technologies Inc. He does not hold any kind of directorship and/or membership of the committees of Board in any other listed entity. Mr. Davinder Mohan Sood is from Promoter group of the Company and he is relative to the other executive directors; namely, Mr. Inder Mohan Sood and Mr. Gaurav Mohan Sood. As on 31 March 2022, he holds 11,47,758 (15.89%) equity shares of the Company.

    iii) Mr. Gaurav Mohan Sood, aged 26, is from the Promoter group of the Company. He is a Bachelor of Applied Science, Honors Computer Engineering, Management Sciences Option with distinction from University of Waterloo, Canada. Before this appointment on Board at 10-11-2020, he was working with the Company as Head-Software Design.

He does not hold any kind of directorship and/or membership of the committees of Board in any other entity. He is a relative of other executive directors of the Company; namely, Mr. Inder Mohan Sood, Managing Director and Mr. Davinder Mohan Sood, Whole-time Director. As on 31 March 2022, he holds 1,20,000 (1.66%) equity shares of the Company.

The other requisite information(s) have been provided in the report on corporate governance and the explanatory statement(s).

By order of the Board of Directors
For Valiant Communications Ltd.
Sd/-
Manish Kumar
Company Secretary
Membership No.: A16483

Date: 30 May 2022
Regd. Office: 71/1, Shivaji Marg,
New Delhi - 110015

Explanatory Statement

As required under section 102(1) of the Act, the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 3 to 5 of the accompanying Notice:

Item No. 3
This Explanatory Statement is provided pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). However, the same is strictly not required as per Section 102 of the Act.

In accordance with Section 139 and 142 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Members of the Company had, at the 24th Annual General Meeting ('AGM') held on 29 September 2017, appointed M/s. Pawan Nanak Bansal & Co., Chartered Accountants, (ICAI Firm Registration no. 008953C) ('Pawan Nanak Bansal & Co.') as the Statutory Auditors of the Company for a period of five (5) consecutive years from the conclusion of the 24th AGM till the conclusion of the 29th AGM of the Company.

Pursuant to the provisions of Section 139 of the Act, no listed company can appoint/re-appoint an audit firm as a Statutory Auditors for more than two terms of five (5) consecutive years and accordingly, Pawan Nanak Bansal & Co. is eligible to be re-appointed as the Statutory Auditors of the Company for another term of five (5) consecutive years.

The Board of Directors of the Company, at its meeting held on 30 May 2022, on the recommendation of the Audit Committee has, after considering and evaluating various proposals and factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc. recommended the re-appointment of Pawan Nanak Bansal & Co. as the Statutory Auditors of the Company, to the Members at the ensuing AGM for a second term of five (5) consecutive years from the conclusion of this AGM till the conclusion of the 34th AGM of the Company to be held in the year 2027, to examine and audit the accounts of the Company at a remuneration of ₹ 450 thousand per annum for the financial year ending 31 March 2023, plus out-of pocket expenses and applicable taxes.

The remuneration for the remaining term till the conclusion of the 34th AGM of the Company shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

Pawan Nanak Bansal & Co. is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI), duly registered as a partnership firm having Firm Registration No. 008953C.

As required under the SEBI Listing Regulations, Pawan Nanak Bansal & Co. holds a valid certificate issued by the Peer Review Board of ICAI. Pawan Nanak Bansal & Co. has consented to its re-appointment as Statutory Auditors and has confirmed that their re-appointment, if made, shall be in accordance with Sections 139, 141 and other applicable provisions of the Act and rules framed thereunder.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel ('KMP') of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the accompanying Notice.

Item No. 4
Mr. Inder Mohan Sood was re-appointed as Managing Director of the Company and his term of office will expire on 16 August 2022.

Considering his long association with the Company, the valuable services rendered and efforts made by him in improving the operations of the Company, the Board of Directors are of opinion that he be re-appointed as Managing Director and Chairman of the Company for a further period of three years. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 30 May 2022, subject to the approval of the members and the provisions of the Articles of Association of the Company, has re-appointed Mr. Inder Mohan Sood (hereinafter referred to as “the Appointee”) as the Managing Director and Chief Executive Director of the Company for a further period of three years, w.e.f. 17 August 2022, on the existing terms and conditions as provided below:

A. **Tenure of Re-appointment:** The re-appointment of Mr. Inder Mohan Sood as Managing Director & CEO is for a period three (3) years i.e., from 17 August 2022 to 16 August 2025.

B. **Nature of Duties:** The appointee shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board, in connection with and in the best interests of the Company and the business of any one or more of its Associated Companies and/or Subsidiaries, including performing duties as assigned by the Board from time to time by serving on the Boards of such Associated Companies/ Subsidiaries or any other Executive body or a Committee of such a Company.

C. **Remuneration:** The Appointee shall be entitled to remuneration as stated hereunder in terms of Schedule V to the Act and as per Industry/Market Standards:

   a) **Salary:** Rs. 45,96,000 (Rs. Forty Five Lac and Ninety Six Thousand only) per annum with annual increments effective 1st April every year (starting April 2023) as may be decided by the Board, based on the recommendation of Nomination & Remuneration Committee, but subject to the maximum remuneration prescribed under Para A, Section II, Part II of Schedule V of the Companies Act, 2013.

   b) **Benefits, Perquisites, Allowances:** None

   c) **Commission / Incentive:** None

In addition to the above, Mr. Inder Mohan Sood, will be entitled for all other statutory employee benefits with respect to Provident Fund, Gratuity, leave rules as per Company's policy and rules.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution except Mr. Inder Mohan Sood and other executive directors, namely, Mr. Davinder Mohan Sood and Mr. Gaurav Mohan Sood.

The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

Item No. 5

Mr. Davinder Mohan Sood was re-appointed as Whole-time Director of the Company and the present term of office would expire on 30 November 2022.

Considering his long association with the Company, the valuable services rendered and efforts made by him in improving the operations of the Company, the Board of Directors are of opinion that he be re-appointed as Whole-time Director and Chief Financial Officer for a further period of three years. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on 30 May 2022, subject to the approval of the members and the provisions of the Articles of Association of the Company, has re-appointed Mr. Davinder Mohan Sood (hereinafter referred to as "the Appointee") as Executive Whole-time Director and Chief Financial Officer of the Company for a further period of three years, w.e.f. 01 December 2022, on the existing terms and conditions including remuneration as provided below:

A. **Tenure of Re-appointment:** The re-appointment of Mr. Davinder Mohan Sood as Executive Whole-time Director and Chief Financial Officer is for a period three (3) years i.e., from 01 December 2022 to 30 November 2025.

B. **Nature of Duties:** The appointee shall devote his whole time and attention to the financial and business activities of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board, in connection with and in the best interests of the Company and the business of any one or more of its Associated Companies and/or Subsidiaries, including performing duties as assigned by the Board from time to time by serving on the Boards of such Associated Companies/ Subsidiaries or any other Executive body or a Committee of such a Company.

C. **Remuneration:** The Appointee shall be entitled to remuneration as stated hereunder in terms of Schedule V to the Act and as per Industry/Market Standards:

   a) **Salary:** Rs. 48,15,000 (Rs. Forty Eight Lac and Fifteen Thousand only) per annum with annual increments effective 01st April every year (starting April 2023) as may be decided by the Board, based on the recommendation of Nomination & Remuneration Committee, but subject to the maximum remuneration prescribed under Para A, Section II, Part II of Schedule V of the Companies Act, 2013.

   b) **Benefits, Perquisites, Allowances:** None

   c) **Commission / Incentive:** None

In addition to the above, Mr. Davinder Mohan Sood, will be entitled for all other statutory employee benefits with respect to Provident Fund, Gratuity, leave rules as per Company's policy and rules.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution except Mr. Davinder Mohan Sood and other executive directors, namely, Mr. Inder Mohan Sood and Mr. Gaurav Mohan Sood.

The Board recommends the resolution set forth in Item No. 5 for the approval of the members.

Statement pursuant to Section-II of Schedule V of the Companies Act, 2013:

General Information:		
Nature of industry	Manufacturing of communications equipment and its allied services	
Date of commencement of commercial production	01-04-1999	
Financial performance	Based on the audited figures of financial year 2021-22, the total income is ₹ 1,28,426 thousand (previous year: ₹ 1,88,819 thousand). The profit (loss) before depreciation and taxation is (₹ 22,273) thousand (previous year: ₹ 27,341 thousand) and the net profit (loss) is (₹ 31,826) thousand (previous year: ₹ 7,123 thousand).	
Foreign investments or collaborators, if any	Based on the audited figures of financial year 2021-22, ₹ 17,758 thousand (previous year: ₹ 17,758 thousand) in foreign subsidiaries have been invested.	
Information about the Appointee:		
Name of Appointee	Mr. Inder Mohan Sood	Mr. Davinder Mohan Sood
Background	Promoter of the Company	Promoter of the Company
Past remuneration	Annual salary of ₹ 4,596 thousand with no additional perquisites and allowances	Annual salary of ₹ 4,815 thousand with no additional perquisites and allowances
Recognition and awards	None	None
Job profile and suitability	In charge of all operational activities from inception of the Company	In charge of all finance activities from inception of the Company
Remuneration proposed	As set out in the above Notice and Explanatory Statement.	As set out in the above Notice and Explanatory Statement.
Comparative remuneration profile	Below industrial standard	Below industrial standard
Pecuniary relationship directly or indirectly with the Company.	None, except managerial remuneration	None, except managerial remuneration
Relationship with the managerial personnel	Yes	Yes
Other Information:		
Reasons for loss or inadequate profits	The drop of 31% in revenue is because of the deferment of orders by customers and ongoing world-wide supply chain disruption in semi-conductors (refer report on Management Discussion and Analysis for more details).	
Steps taken or proposed to be taken for improvement	Expansion in global marketing network and introduction of new products with latest technology.	
Expected increase in productivity and profits	The Company has started the current year with an all-time high order book of exceeding ₹ 4100 lacs, which is 3 times of the last reported turnover. The Company expects improved performance in the years ahead in terms of better revenue-mix and profitability as a result of above measures.	
Validity of members approval by way of special resolution under Para A, Section-II, Part-II of Schedule V of the Companies Act, 2013	Three years from the date of this annual general meeting	

Disclosures:

The remuneration package of the managerial personnel has been provided in the Notice and the Company has made appropriate disclosures as required under Schedule V of the Companies Act, 2013 in the Corporate Governance Report forming part of the Directors' Report of the Company.

Remote e-Voting Instructions for Shareholders

Pursuant to SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal or click at " https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Alternatively , visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	• Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode & e-Voting service provider is LINKINTIME.	1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in • Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: - **A. User ID:** Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company. **B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. **C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) **D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company. • Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above • Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter). • Click "confirm" (Your password is now generated). 2. Click on 'Login' under **'SHARE HOLDER'** tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'.** 4. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link). 7. After selecting the desired option i.e. Favour / Against, click on **'Submit'.** A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes',** else to change your vote, click on 'No' and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & e-Voting service provider is LINKINTIME, have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-Voting service provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-Voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at https://instavote.linkintime.co.in, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

GENERAL INSTRUCTIONS

1. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, 23 September 2022. The voting period begins on Tuesday, 27 September 2022 (10.00 a.m. IST) and ends on Thursday, 29 September 2022 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 23 September 2022, may cast their vote electronically. The remote e-Voting module shall be disabled by LIIPL for voting thereafter.

2. The facility for e-Voting shall also be available at the AGM. Members who have already cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM. Only those Members who attend the AGM and have not cast their votes through remote e-Voting and are otherwise not barred from doing so will be allowed to vote through the e-Voting facility available at the AGM.

3. Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cut-off date for voting i.e. Friday, 23 September 2022, may obtain the login ID and password by sending a request to enotices@linkintime.co.in. However, if he/she is already registered with LIIPL for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.

4. Mr. Mahesh Kr. Gupta, Mahesh Gupta & Co., Practicing Company Secretaries (FCS No. 2870 CP. No. 1999) has been appointed as the Scrutinizer to scrutinize the remote e-Voting and ensure that the voting process at the AGM is conducted in a fair and transparent manner.

5. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour/against, if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.

6. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.valiantcom.com and on the LIIPL website https://instavote.linkintime.co.in and shall also be forwarded to BSE Limited (BSE).

PROCESS AND MANNER FOR ATTENDING THE 29TH AGM THROUGH INSTAMEET

For a smooth experience of AGM proceedings, shareholders who are registered for the event are requested to download and install the Webex application in advance on the device that you would be using to attend the meeting by clicking on the link https://www.webex.com/downloads.html/.
Shareholders also have an option to click on the URL provided to attend the meeting. Please read the instructions carefully and participate in the meeting. For any support, shareholders may also call the RTA on the dedicated number provided in the instructions.

1. Open the internet browser and launch the URL for InstaMeet <https://instameet.linkintime.co.in> and register with your following details: -

    a. Demat Account No. or Folio No.: Enter your 16-digit **Demat Account No.** or **Folio Number** registered with the Company.
    b. **PAN:** Enter your 10-digit Permanent Account Number.
    c. **Mobile No.:**
    d. **Email ID:**

2. Click "Go to Meeting"

3. Members can log in and join 30 minutes prior to the schedule time of the AGM and window for joining the meeting shall be kept open till the expiry of 15 minutes after the scheduled time. The Company shall provide VC/OAVM facility to Members to attend the AGM. The said facility will be available for 1000 Members on first come first served basis. This will not include large Members (i.e. Members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, chairpersons of the audit committee, nomination & remuneration committee and stakeholders' relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

Instructions for Shareholders/Members to Speak during the AGM through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request mentioning their name, demat account number/folio number, email id, mobile number at agm@valiantcom.net, atleast 48 hours prior to the date of AGM.

2. Speakers will only be allowed to express their views/ask questions on first come first served basis during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

3. Shareholders who would like to ask questions, may send the same in advance mentioning their name, demat account number/folio number, email id, mobile number at agm@valiantcom.net, at least 48 hours prior to the date of AGM. The same will be replied by the Company suitably.

4. Shareholders will get confirmation on first come first served basis depending upon the provision made by the Company.

5. Shareholders will receive 'speaking serial number' once they mark attendance for the meeting. Shareholders are requested to speak only when Moderator of the meeting will announce the name and serial number for speaking.

6. Please remember 'speaking serial number' and start your conversation with panelist by switching on audio of your device.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Instructions for Shareholders to Vote during the AGM through InstaMeet:

Once the electronic voting is activated by the Scrutinizer/Moderator during the meeting, shareholders who have not exercised their vote through the remote e-Voting can cast the vote as under: -

1. On the shareholders VC page, click on the link for e-Voting 'Cast your vote'.

2. Enter Demat Account No./Folio No. and OTP (received on the registered mobile number/ registered Email ID) received during registration for InstaMeet and click on 'Submit'.

3. After successful login, you will see 'Resolution Description' and against the same the option 'Favour/Against' for voting.

4. Cast your vote by selecting appropriate option i.e. 'Favour/Against' as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

5. After selecting the appropriate option i.e. 'Favour/ Against' as desired and you have decided to vote, click on 'Save'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Confirm', else to change your vote, click on 'Back' and accordingly modify your vote.

6. Once you confirm your vote on the Resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders present at the AGM through InstaMeet facility and who have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting but till the expiry of 15 minutes after the AGM is over. Shareholders who have voted through remote e-Voting prior to the AGM will be eligible to attend/participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders are encouraged to join the AGM through Tablets/Laptops connected through broadband for better experience. Shareholders are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the currency of the AGM.

Please note that shareholders connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate such kind of glitches.

In case shareholders have any queries regarding e-Voting, they can address them to instameet@linkintime.co.in or call on +91 (022) 4918 6175.

International Distributors & Representative Offices

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Ontario

Central & South America
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Nigeria
South Africa

Asia
Bangladesh
Brunei
Cambodia
Hong Kong
Indonesia
Kyrgyzstan
Malaysia
Mongolia
Philippines
Singapore
South Korea
Sri Lanka
Thailand
Vietnam

Australia
Australia

New Zealand

REGISTERED OFFICE

Valiant Communications Ltd.
71/1, Shivaji Marg,
New Delhi 110015, India

OVERSEAS OFFICES

Valiant Communications (UK) Ltd.
Central House Rear Office,
124 High Street, Hampton Hill,
Middlesex TW12 1NS, U.K.

Valcomm Technologies Inc.
4000 Ponce de Leon BLVD.,
Suite 470 Coral Gables,
FL 33146, U.S.A.