

VINIT MOBILE LIMITED

(Formerly Known As Vinit Mobile Private Limited)

(CIN: U51100GJ2011PLC065617)

Registered Office: Plot no. 358, 1st & 2nd floor, Gopal Nagar, Pandesara, Surat, Gujarat,
India, 394221

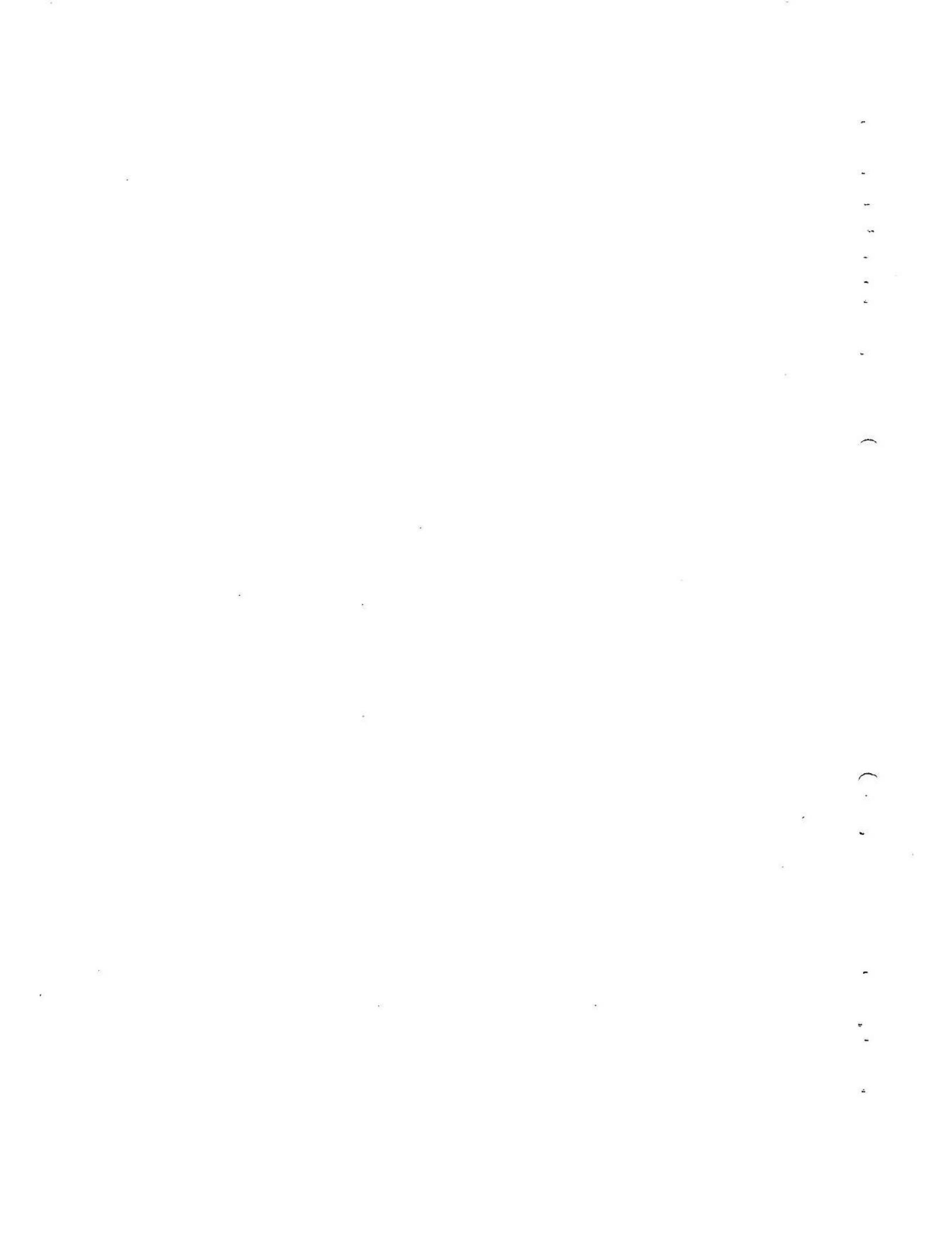
STATUTORY AUDIT REPORT

Accounting Year 2024-2025

NIRAV PATEL & ASSOCIATES

Chartered Accountants

B/603, Sankalp Iconic tower,
Opp. Vikramnagar ISRO Colony, Iscon Cross Road,
Ahmedabad - 380015.





INDEPENDENT AUDITORS' REPORT

To

The Members of

Vinit Mobile Limited (Formerly known as Vinit Mobile Private Limited)

Report on the audit of the financial statements

Opinion

We have audited the accompanying financial statements of **Vinit Mobile Limited (Formerly known as Vinit Mobile Private Limited)**, which comprise the balance sheet as at March 31, 2025, and the Statement of Profit and Loss for the year then ended, the statement of changes in Equity, statement of cash flow for the year ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the act read with the companies (Accounting Standards) Rules, 2021 as amended (hereinafter referred to as "AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit for the year ended on that date.

Basis for opinion

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

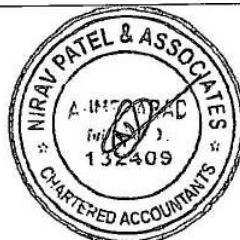
Key audit matters

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





Sr. No.	Key Audit Matter	Auditor's Response
1.	<p>Inventory Valuation</p> <p>The Company is engaged in the trading of smartphones through 27 outlets located in Surat and the southern region of Gujarat. Inventory constitutes a significant portion of the Company's current assets. The valuation of inventory is subject to risks relating to accuracy of quantities, potential obsolescence, and compliance with AS 2 Inventories. Given the wide network of outlets and large volume of high-value stock items, ensuring the accuracy of physical stock records and valuation represents an area of audit focus.</p>	<p>Principal Audit Procedures Performed</p> <ul style="list-style-type: none"> Evaluated the design and operating effectiveness of internal controls relating to inventory management across the outlets. Reviewed the functioning of the Company's ERP-based inventory system, which requires daily stock verification through barcode scanning by store managers, with branch-wise stock reports generated and reconciled with the previous day's closing balances. Assessed whether the valuation of inventory, including provision for obsolete or slow-moving items, is in line with the requirements of AS 2. <p>Based on the procedures performed, we found the Company's controls over inventory management to be reliable, and no material discrepancies were noted in the sample reports examined.</p>
2.	<p>Recognition of Scheme benefit provided by Suppliers:</p> <p>The Company, being engaged in the trading of smartphones, receives various promotional benefits and discounts from its suppliers. These benefits are typically linked to achievement of specified sales volumes or turnover, particularly during festive seasons, and may take the form of purchase price discounts, credit notes, or special incentives.</p> <p>Recognition of such scheme benefits involves judgment in interpreting the terms of supplier</p>	<p>Principal Audit Procedures Performed</p> <ul style="list-style-type: none"> Obtained an understanding of the Company's accounting policies relating to recognition of supplier scheme benefits and assessed their compliance with AS 2. Reviewed on a sample basis the scheme documents, supplier communications, and credit notes received to verify the basis of recognition.



	<p>arrangements, determining the timing of recognition, and ensuring that the benefits are appropriately recorded as a reduction in the cost of purchases in accordance with AS 2 Inventories. Given the variety and complexity of supplier schemes, this area was considered to be a key audit matter.</p>	<ul style="list-style-type: none"> • Tested the year-end accruals and recognition of scheme discounts to ensure these were supported by appropriate documentation. • Performed analytical procedures by comparing the level of discounts and benefits recognised during the year against prior periods and business performance trends. • Evaluated whether the benefits were correctly classified and disclosed in the financial statements. <p>Based on the audit procedures performed, we found the recognition of supplier scheme benefits to be consistent with the underlying documentation and the requirements of the applicable accounting standards.</p>
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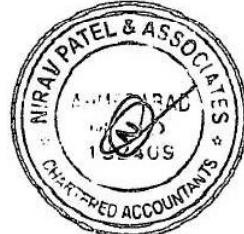
Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholders Information but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained 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 financial statements

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

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

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

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls

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

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

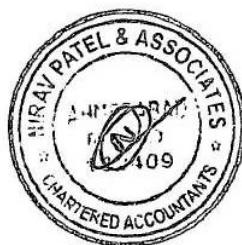
Report on other legal and regulatory requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014 as amended;
- (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) Since the Company's turnover as per last audited financial statements is less than Rs.50 Crores and its borrowings from banks and financial institutions at any time during the year is less than Rs.25 Crores, the Company is exempted from getting an audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide notification dated June 13, 2017; and
- (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, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company does not have any pending litigations which would impact its financial position;
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company
 - d. (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (ii) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding



Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- (iii) Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- e. No dividends are declared or paid during the year by the company.
- f. the company has used ERP accounting software for maintaining its books of account for financial year ended on 31st March, 2025 which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software. And during the course of audit we did not come across the instances where the audit trail feature has been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

Place: Ahmedabad
Date: 31st July, 2025



For, Nirav Patel & Associates
Chartered Accountants


CA Nirav Sureshbhai Patel
(Partner)
M.NO.132409
FRNo. : 129824W
UDIN:25132409BMLKRF5507

Annexure to the Independent Auditor's Report of even date to the members of **Vinit Mobile Limited (Formerly known as Vinit Mobile Private Limited)**, on the financial statements for the year ended **31st March, 2025**.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

i.

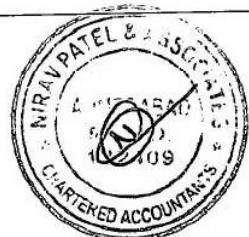
a.

- (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 record showing full particulars of Intangible Assets.

b. The major Property, Plant and Equipment of the company have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.

c. According to the information and explanation given to us, the title deeds of the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company.

Description of Property	Gross Carrying value	Held in name of	Whether Promoter Director or their relative or employee	Period held indicate range where appropriate	Reason for not being held in name of company
				NA	



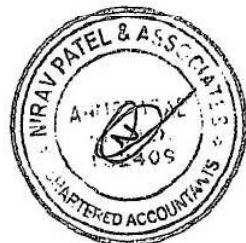
- d. The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- e. According to the information and explanation given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder during the year.

ii.

- a. The management has conducted physical verification of inventory at reasonable intervals during the year, in our opinion, the coverage and procedure of such verification by the management is appropriate. As informed to us, any discrepancies of 10% or more in the aggregate for each class of inventory were not noticed on such verification.
- b. The company has been sanctioned working capital limits in excess of ten crore rupees in aggregate, from banks or financial institutions on the basis of security of current assets; monthly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company;

iii. The Company has during the year, not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions of clauses 3(iii) of the Order are not applicable.

- a. In views of the matters reported in clause (iii) above, the provisions of clause (iii) (a) is not applicable to the company.
- b. In views of the matters reported in clause (iii) above, the provisions of clause (iii) (b) is not applicable to the company.



- c. In views of the matters reported in clause (iii) above, the provisions of clause (iii) (c) is not applicable to the company.
 - d. In views of the matters reported in clause (iii) above, the provisions of clause (iii) (d) is not applicable to the company.
 - e. In views of the matters reported in clause (iii) above, the provisions of clause (iii) (e) is not applicable to the company.
 - f. In views of the matters reported in clause (iii) above, the provisions of clause (iii) (f) is not applicable to the company.
- iv. According to the information and explanation given to us, the company has no loans, investments, guarantees or security where provisions of section 185 and 186 of the Companies Act, 2013 are to be complied with.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits under the directives of the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable. Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi. We have broadly reviewed the books of accounts maintained by the company pursuant to the rules made by the central government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacturing activities, have been made and maintained.
- vii.
 - a. The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

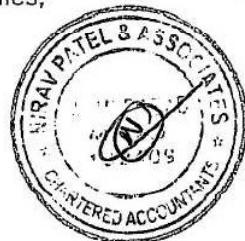


b. There are no dues in respect of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues that have not been deposited with the appropriate authorities on account of any dispute.

viii. According to the information and explanation given to us, company has no transactions, not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961);

ix.

- a. In our opinion, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year;
- b. Company is not declared wilful defaulter by any bank or financial institution or other lender;
- c. According to the information and explanation given to us, term loans were applied for the purpose for which the loans were obtained;
- d. According to the information and explanation given to us, no funds raised on short term basis have not been utilised for long term purposes;
- e. According to the information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;
- f. According to the information and explanation given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;



x.

- a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year;
- b. According to the information and explanation given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year

xi.

- a. According to the information and explanation given to us, any fraud by the company or any fraud on the company has not been noticed or reported during the year;
- b. According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- c. According to the information and explanation given to us, no whistleblower complaints, received during the year by the company

xii.

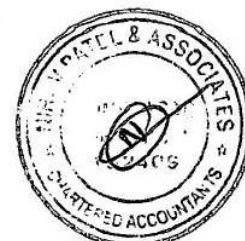
Company is not a Nidhi company, accordingly provisions of the Clause 3(xii) of the Order is not applicable to the company

xiii.

According to the information and explanations given to us, we are of the opinion that all transactions with related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the Accounting Standards and the Companies Act, 2013

xiv.

- a. During the Financial year 2024-25, the company was private limited company and it has neither turnover more than 200 crores nor outstanding



loans or borrowings from banks or public financial institutions exceeding one hundred crore rupees or more at any point of time during the preceding financial year and therefore this clause is not applicable to the company.;

b. Not Applicable.

xv. According to the information and explanations given to us, we are of the opinion that the company has not entered into any non-cash transactions with directors or persons connected with him and accordingly, the provisions of clause 3(xv) of the Order is not applicable.

xvi. According to the information and explanations given to us, we are of the opinion that the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly the provisions of clause 3(xvi) of the Order are not applicable;

xvii. According to the information and explanations given to us and based on the audit procedures conducted we are of opinion that the company has not incurred any cash losses in the financial year and the immediately preceding financial year;

xviii. After balance sheet date, the statutory auditor has resigned vide its letter dt. 7th May, 2025. And no objections or concerns has been communicated by the retiring auditor during his communication with us.

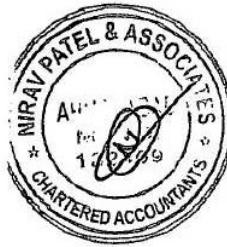
xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence 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 incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future



- viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx. The provisions of Section 135 towards corporate social responsibility are not applicable to the company during the period under audit. Accordingly, the provisions of clause 3(xx) of the Order is not applicable.
- xxi. The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

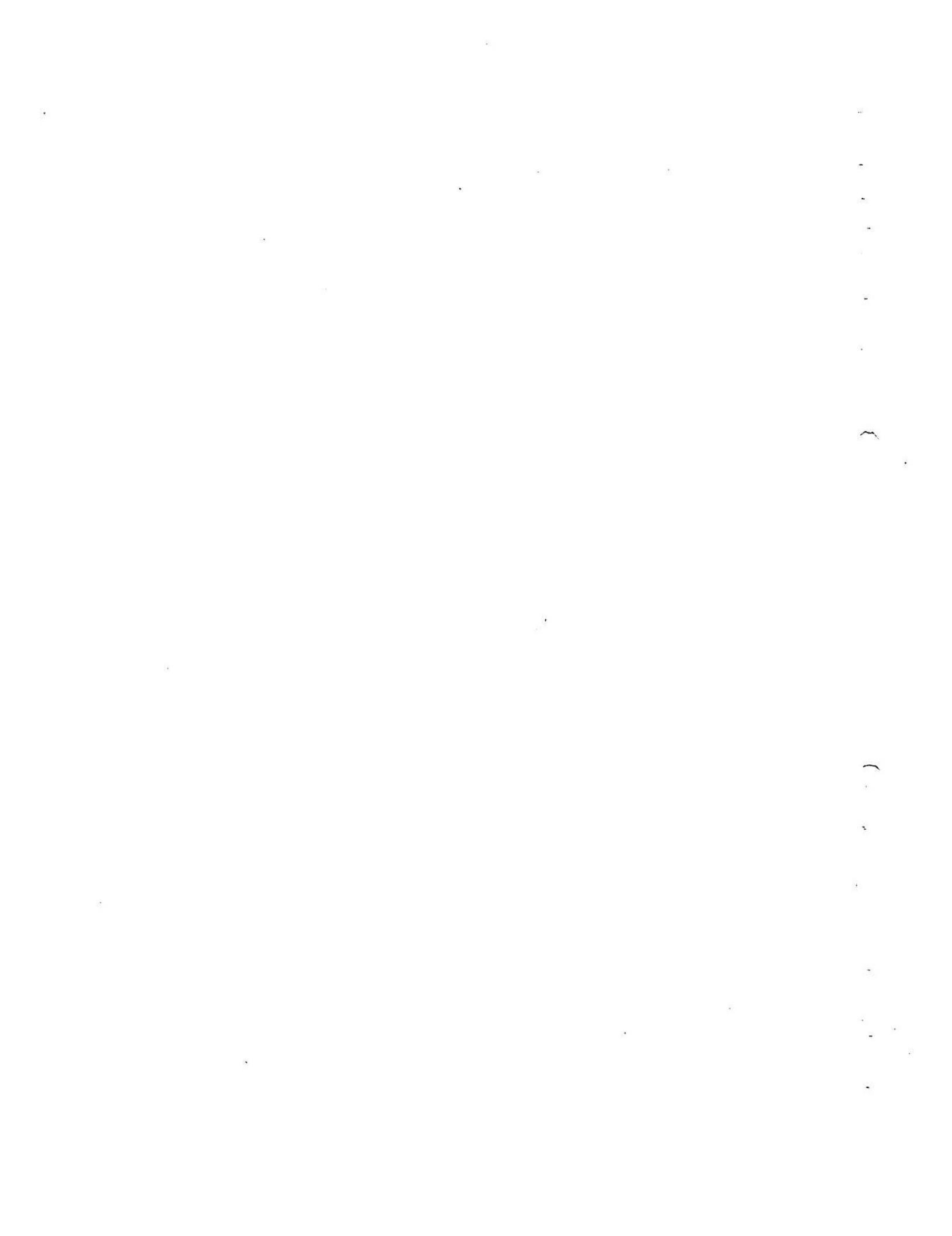
Place: Ahmedabad

Date: 31st July, 2025



**For, Nirav Patel & Associates
Chartered Accountants**


CA Nirav Sureshbhai Patel
(Partner)
M.NO.132409
FRNo. : 129824W
UDIN: 25132409BMLKRF5507



Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

(CIN: U51100GJ2011PLC065617)

(Address: Plot no. 358, Ground, 1st & 2nd floor, Gopal Nagar, Pandesara, Surat, Gujarat, India, 394221)

Balance Sheet as at 31-March-2025

(₹ in '000)

Particulars	Note	31-March-2025	31-March-2024
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	3	100.00	100.00
(b) Reserves and Surplus	4	46,426.67	7,171.29
Total		46,526.67	7,271.29
(2) Non-current liabilities			
(a) Long-term Borrowings	5	-	13,181.86
(b) Long-term Provisions	6	132.46	-
Total		132.46	13,181.86
(3) Current liabilities			
(a) Short-term Borrowings	7	30,138.41	24,928.78
(b) Trade Payables	8	-	-
- Due to Micro and Small Enterprises		30,349.32	20,409.91
- Due to Others		5,496.55	6,880.41
(c) Other Current Liabilities	9	8,621.49	2,676.43
(d) Short-term Provisions	10	-	-
Total		74,605.77	54,895.53
Total Equity and Liabilities		1,21,264.90	75,348.68
II. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment and Intangible Assets			
(i) Property, Plant and Equipment	11	5,405.42	-
(ii) Intangible Assets		634.43	617.05
(b) Deferred Tax Assets (net)	12	67.62	-
(c) Other Non-current Assets	13	3,341.00	2,863.73
Total		9,448.47	3,480.78
(2) Current assets			
(a) Inventories	14	60,861.68	39,884.09
(b) Trade Receivables	15	25,989.13	20,176.45
(c) Cash and cash equivalents	16	9,243.54	1,069.41
(d) Other Current Assets	17	15,722.08	10,737.95
Total		1,11,816.43	71,867.90
Total Assets		1,21,264.90	75,348.68

See accompanying notes to the financial statements

As per our report of even date

For Nirav Patel And Associates

Chartered Accountants

Firm's Registration No. 129824W

CA Nirav Surendra Patel

Partner

Membership No. 132409

UDIN: 25132409BMLKRF5507

Place: Ahmedabad

Date: 31-July-2025

For and on behalf of the Board of
Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

Shweta Jalan

Shweta Jalan

Director

08672239

Place: Surat

Date: 31-July-2025





Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

(CIN: U51100GJ2011PLC065617)

(Address: Plot no. 358, Ground, 1st & 2nd floor, Gopal Nagar, Pandesara, Surat, Gujarat, India, 394221)

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

(₹ in '000)

Particulars	Note	31-March-2025	31-March-2024
Revenue from Operations	18	5,99,834.80	2,82,673.09
Other Income	19	6,436.21	3,239.99
Total Income		6,06,271.01	2,85,913.08
Expenses			
Purchases of Stock in Trade	20	5,35,592.41	2,88,281.65
Change in Inventories of work in progress and finished goods	21	(20,977.60)	(39,884.09)
Employee Benefit Expenses	22	19,801.30	17,312.79
Finance Costs	23	3,600.38	900.95
Depreciation and Amortization Expenses	24	904.48	-
Other Expenses	25	14,565.07	9,420.00
Total expenses		5,53,486.04	2,76,031.30
Profit/(Loss) before Exceptional and Extraordinary Item and Tax		52,784.97	9,881.78
Exceptional Item		-	-
Profit/(Loss) before Extraordinary Item and Tax		52,784.97	9,881.78
Extraordinary Item		-	-
Profit/(Loss) before Tax		52,784.97	9,881.78
Tax Expenses	26	-	-
- Current Tax		13,371.49	2,646.43
- Deferred Tax		(67.62)	-
Profit/(Loss) after Tax		39,481.10	7,235.35
Earnings Per Share (Face Value per Share Rs.10 each)			
-Basic (In Rs)	27	3,948.11	723.54
-Diluted (In Rs)	27	3,948.11	723.54

See accompanying notes to the financial statements

As per our report of even date

For Nirav Patel And Associates

Chartered Accountants

Firm's Registration No. 12982409

CA Nirav Sureshbhai Patel

Partner

Membership No. 132409

UDIN: 25132409BMLKRF5507

Place: Ahmedabad

Date: 31-July-2025

For and on behalf of the Board of

Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

Vinit

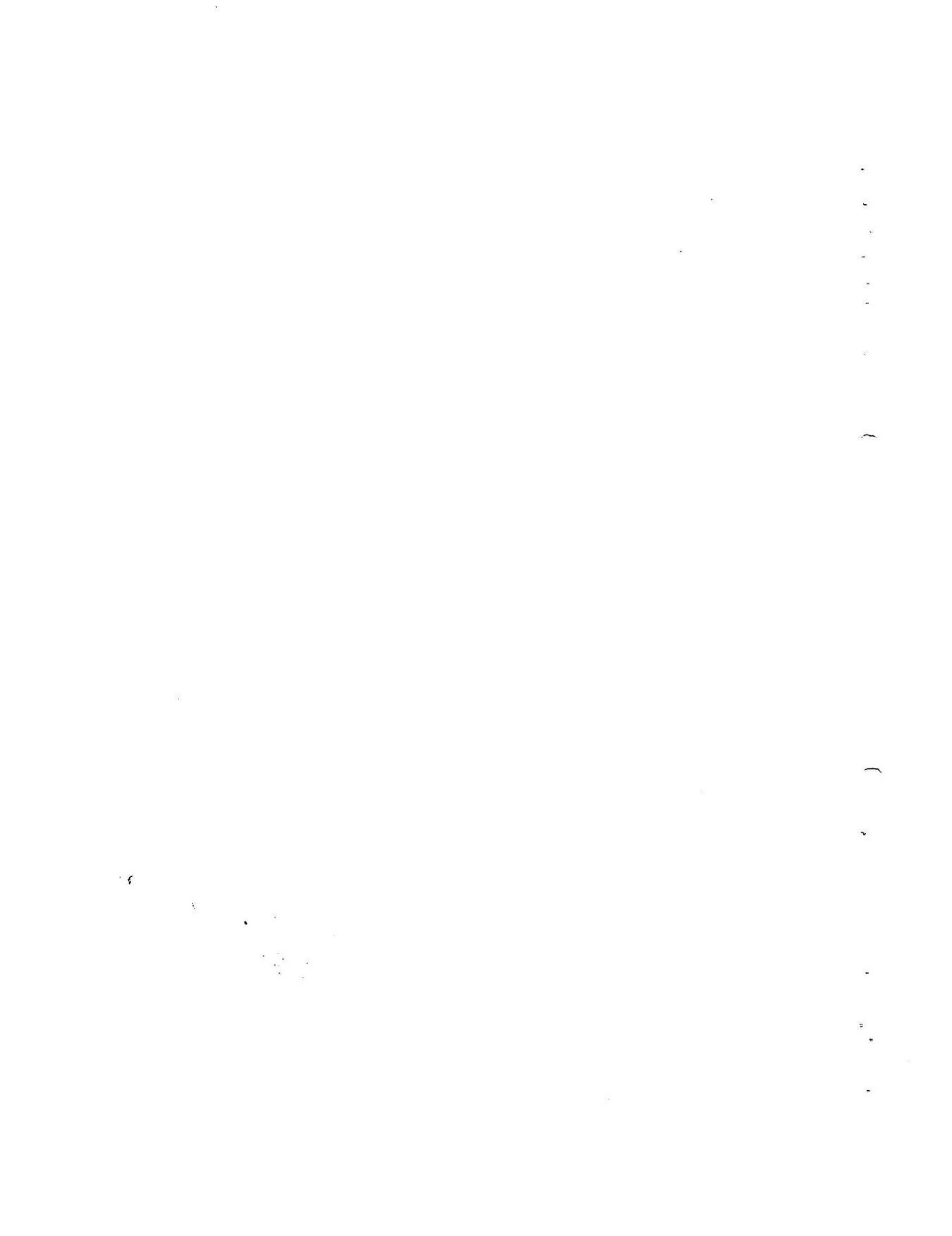
Vinit Ravishankar Jalan
Director
08666210



Shweta Jalan
Director
08672239

Place: Surat
Date: 31-July-2025





Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

(CIN: U51100GJ2011PLC065617)

(Address: Plot no. 358, Ground, 1st & 2nd floor, Gopal Nagar, Pandesara, Surat, Gujarat, India, 394221)

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

Particulars	Note	31-March-2025	(₹ in '000) 31-March-2024
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit after tax		39,481.10	7,235.35
Depreciation and Amortisation Expense		904.48	-
Provision for tax		13,303.88	2,646.43
Finance Costs		3,341.91	63.48
Operating Profit before working capital changes		57,031.37	9,945.26
Adjustment for:			
Inventories		(20,977.60)	(39,884.09)
Trade Receivables		(5,812.68)	(5,842.22)
Loans and Advances			(4,362.05)
Other Current Assets		(2,185.01)	(715.02)
Other Non current Assets		(477.27)	-
Trade Payables		9,939.42	4,925.60
Other Current Liabilities		(1,383.86)	24,920.32
Short-term Provisions		5,945.06	2,736.21
Long-term Provisions		132.46	-
Cash (Used in)/Generated from Operations		42,211.88	(8,275.98)
Tax paid(Net)		13,371.49	2,646.43
Net Cash (Used in)/Generated from Operating Activities		28,840.39	(10,922.41)
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant and Equipment		(6,327.28)	(533.80)
Investment in Term Deposits		(2,799.11)	-
Net Cash (Used in)/Generated from Investing Activities		(9,126.39)	(533.80)
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from Issue of Share Capital		(225.73)	-
Proceeds from Long Term Borrowings		(13,181.86)	15,181.86
Repayment of Long Term Borrowings			(2,638.00)
Proceeds from Short Term Borrowings		5,209.63	-
Interest Paid		(3,341.91)	(63.48)
Net Cash (Used in)/Generated from Financing Activities		(11,539.87)	12,480.38
Net Increase/(Decrease) in Cash and Cash Equivalents		8,174.12	1,024.17
Opening Balance of Cash and Cash Equivalents		1,069.41	45.23
Closing Balance of Cash and Cash Equivalents	16	9,243.53	1,069.41

Components of cash and cash equivalents	31-March-2025	31-March-2024
Cash on hand	7,162.25	513.83
Balances with banks in current accounts	2,081.29	555.58
Cash and cash equivalents as per Cash Flow Statement	9,243.53	1,069.41
Other Bank Balance		
Cash and bank balance as per Balance Sheet	9,243.53	1,069.41

Note:

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

See accompanying notes to the financial statements

As per our report of even date

For Nirav Patel And Associates

Chartered Accountants

Firm's Registration No. 129824W 122409

UDIN: 25132409BMLKRF5507

Place: Ahmedabad

Date: 31-July-2025

CA Nirav Surashkhan Patel

Partner

Membership No. 132409

Vinit Ravishankar Jalan

Director

08666210

Date: 31-July-2025

Shweta Jalan

Director

08672239

Place: Surat

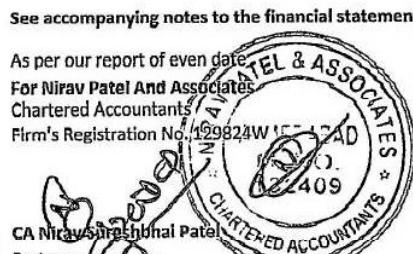
Date: 31-July-2025

For and on behalf of the Board of
Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

Shweta Jalan

Shweta Jalan
Director
08672239

Place: Surat
Date: 31-July-2025



Vinit Ravishankar Jalan

Director

08666210





Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

(CIN: U51100GJ2011PLC065617)

Notes forming part of the Financial Statements

1 COMPANY INFORMATION

Vinit Mobile Limited (Formerly known as Vinit Mobile Private Limited) is a public company domiciled and incorporated in India. The Company's registered office is located at Plot No. 358, Ground, First & Second Floor, Gopal Nagar, Bamroli-Althan Expressway, Pandesara, Surat – 394221, Gujarat, India. The Company is engaged in the business of trading smartphones, electronic gadgets, and related accessories through its network of 27 retail stores operating across the South Gujarat region of India.

2 SIGNIFICANT ACCOUNTING POLICIES

a Basis of Preparation

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, as applicable. The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value.

b Use of Estimates

The presentation of financial statements requires estimates and assumption to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known or materialized.

c Property, Plant and Equipment

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

Property, Plant and Equipment exclude computers and other assets individually costing Rs. 5000 or less which are not capitalised except when they are part of a larger capital investment programme.

d Intangible assets

Intangible assets are stated at cost of acquisition less accumulated amortization and impairment loss.

Expenditure on internally generated intangible assets should be recognized as an expense when it is incurred, unless it is probable that the expenditure will enable the assets to generate the future economic benefits.

Intangible assets are reviewed at each Balance sheet date. If the expected useful life of the assets is significantly different from previous estimates, the amortization period is changed, and if there is significant change in the expected pattern of economic benefits from the assets, amortization method is changed.

e Depreciation and amortization

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

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

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



Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

(CIN: U51100GJ2011PLC065617)

Notes forming part of the Financial Statements

f Impairment of assets

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

g Leases

Assets taken on lease by the Company in its capacity as lessee, where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating leases. Lease rentals under operating leases are recognised in the statement of profit and loss on a straight-line basis.

h Investment

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

i Inventories

Stock in trade are carried at the lower of cost and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost is determined on FIFO basis. Purchased goods-in-transit are carried at cost. Stores and spare parts are carried at lower of cost and net realisable value. Cost includes direct cost of material and incidental cost incurred to bring the goods at present condition.

The valuation for inventories is as follows;

Classification	Valuation Policy
Stock In Trade	At lower of cost or net realizable value (Net)
Consumables	At Cost

j Cash and cash equivalents

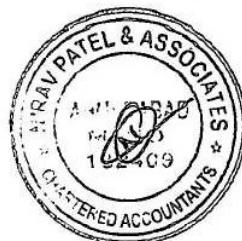
The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

k Supplier Incentives, Discounts and Non-Monetary Benefits

Discounts, rebates and incentives received from suppliers, whether in the form of purchase price reductions or year-end turnover discounts, are recognized as a reduction from the cost of purchase of goods when it is probable that the conditions for entitlement are met and the amount can be reasonably estimated.

Income from supplier incentive schemes (e.g., slab-based rebates linked to sales volumes or turnover) is accrued in the period in which the relevant turnover is achieved with reasonable certainty.

Non-monetary benefits received from suppliers (such as free goods, display units, advertising reimbursements, or other perquisites linked to turnover) are accounted for at fair value. If the benefit relates to goods for resale, it is included in inventory at such fair value. If it relates to store assets (e.g., fixtures or promotional displays), it is capitalized or treated as other income, based on the nature of benefit.



Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

(CIN: U51100GJ2011PLC065617)

Notes forming part of the Financial Statements

i Revenue recognition

Revenue from sale of smart phones, electronic products and accessories is recognized when control of the goods is transferred to the customer, i.e., upon delivery of the product to the customer at the retail store or dispatch in case of online/wholesale orders. Revenue is measured at the transaction price, which is the amount of consideration expected to be received, net of returns, trade discounts, volume rebates, and applicable taxes (such as GST).

Revenue from loyalty programmes (if applicable) is allocated between the sale of goods and the reward points issued, based on their relative stand-alone selling prices. Deferred revenue is recognized as a contract liability until redemption.

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

m Employee Benefits

Post-employment benefit plans

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

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

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

Other Short Term employee benefits

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

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

Other Long Term Employee Benefit

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

n Borrowing Cost

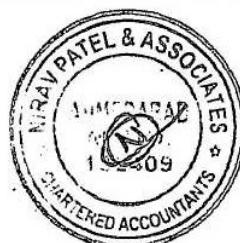
Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset (i.e., an asset that necessarily takes a substantial period of time to get ready for its intended use or sale, such as large-scale store development) are capitalized as part of the cost of that asset.

All other borrowing costs are recognized as an expense in the Statement of Profit and Loss in the period in which they are incurred.

Borrowing costs include interest expenses calculated using the effective interest rate, finance charges in respect of lease liabilities, and exchange differences regarded as an adjustment to interest costs.

o Foreign currency transactions

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



Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

(CIN: U51100GJ2011PLC065617)

Notes forming part of the Financial Statements

p Taxation

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

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

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

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

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

q Earnings Per Shares

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

r Provisions, Contingent liabilities and Contingent assets

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

As per our report of even date

For Nirav Patel And Associates

Chartered Accountants

Firm's Registration No. 129824W



CA Nirav Surushbhai Patel

Partner

Membership No. 132409

UDIN: 25132409BMLKRF5507

Place: Ahmedabad

Date: 31-July-2025

**For and on behalf of the Board of
Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)**

Vinit

Vinit Ravishankar Jalan
Director
08666210



Shweta Jalan

Shweta Jalan
Director
08672239

Place: Surat
Date: 31-July-2025

Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

(CIN: U51100GJ2011PLC065617)

Notes forming part of the Financial Statements

3 Share Capital

Particulars	31-March-2025	31-March-2024
Authorised Share Capital		
Equity Shares, of Rs. 10 each, 1000000 (Previous Year -1000000) Equity Shares	10,000.00	10,000.00
Issued, Subscribed and Fully Paid up Share Capital		
Equity Shares, of Rs. 10 each, 10000 (Previous Year -10000) Equity Shares paid up	100.00	100.00
Total	100.00	100.00

(i) Reconciliation of number of shares

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

(ii) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has one class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

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

Equity Shares	31-March-2025	31-March-2024		
Name of Shareholder	No. of shares	In %	No. of shares	In %
Shweta Jalan	5,000	50.00%	5,000	50.00%
Vinit Ravishankar Jalan	4,980	49.80%	4,980	49.80%

4 Reserves and Surplus

Particulars	31-March-2025	31-March-2024
Statement of Profit and loss		
Balance at the beginning of the year	7,171.29	(64.06)
Add: Profit/(loss) during the year	39,481.10	7,235.35
Less: Appropriation		
Preliminary Expenses of Previous Years	225.73	
Balance at the end of the year	46,426.67	7,171.29
Total	46,426.67	7,171.29

5 Long term borrowings

Particulars	31-March-2025	31-March-2024
Unsecured Loans and advances from related parties		13,181.86
Total		13,181.86



Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

(CIN: U51100GJ2011PLC065617)

Notes forming part of the Financial Statements

Borrowings includes		(₹ in '000)	
Particulars		31-March-2025	31-March-2024
Unsecured Loan From Relative of Director		-	13,181.86
Total		13,181.86	13,181.86

Unsecured Long Term Deposit was taken from relative of directors to meet capital requirements in expansion phase of the company.

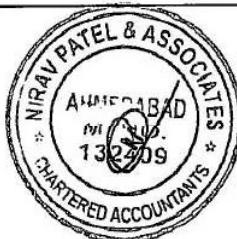
6 Long term provisions		(₹ in '000)	
Particulars		31-March-2025	31-March-2024
Provision for others -Provision for Gratuity		132.46	-
Total		132.46	-

7 Short term borrowings		(₹ in '000)	
Particulars		31-March-2025	31-March-2024
Secured Loans repayable on demand from banks -Bank Over Draft Facility		29,222.10	24,928.78
Unsecured Loans and advances from related parties		916.31	-
Total		30,138.41	24,928.78

Borrowings includes		(₹ in '000)	
Particulars		31-March-2025	31-March-2024
Bank Overdraft Facility from ICICI Bank Ltd.		35,000.00	35,000.00
Total		35,000.00	35,000.00

Short Term Borrowing is in nature of overdraft facility sanctioned by ICICI Bank Ltd. against security of the various Immovable properties owned by Vinit Jalan and Sweta Jalan i.e. Directors of the Company

8 Trade payables		(₹ in '000)	
Particulars		31-March-2025	31-March-2024
Due to Micro and Small Enterprises		-	-
Due to others		-	-
-CN Receivable from Suppliers		(6,576.21)	-
-Sundry Creditor for Goods & Other Services		36,382.91	19,922.91
-Sundry Creditors for Rent		542.62	487.00
Total		30,349.32	20,409.91



Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

(CIN: U51100GJ2011PLC065617)

Notes forming part of the Financial Statements

8.1 Trade Payable ageing schedule as at 31-March-2025

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME					
Others	30,349.32				30,349.32
Disputed dues- MSME					
Disputed dues- Others					
Sub total					30,349.32
MSME - Undue					
Others - Undue					
Total					30,349.32

8.2 Trade Payable ageing schedule as at 31-March-2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME					
Others	20,409.91				20,409.91
Disputed dues- MSME					
Disputed dues- Others					
Sub total					20,409.91
MSME - Undue					
Others - Undue					
Total					20,409.91

The Company is engaged in the trading of smartphones, electronic gadgets, and related accessories, and procures its inventory primarily from wholesale dealers and distributors. Accordingly, there are no outstanding dues payable to any enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 (as amended) as at the balance sheet date.

Trade payables are presented net of scheme benefits/incentives receivable from suppliers, for which the Company is eligible and has made appropriate provisions in the books of account.

9 Other current liabilities

Particulars	31-March-2025	31-March-2024
Statutory dues		
-ESIC	6.12	-
-GST Payable	466.64	-
-Provident Fund	23.50	-
-TCS Payable	99.37	-
-TDS Payable	256.67	60.36
Salaries and wages payable		
-Sundry Creditors for Salary & Incentives	2,682.02	3,975.09
Other payables		
-Interest On TDS	(0.58)	
-Manoj Kumar Kejriwal	229.00	229.00
-Security Deposit from Franchisee		2,100.00
Other Payable		516.54
Total	5,496.55	6,880.41



Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

(CIN: U51100GJ2011PLC065617)

Notes forming part of the Financial Statements

10 Short term provisions

(₹ in '000)

Particulars	31-March-2025	31-March-2024
Provision for Audit Fees	250.00	30.00
Provisions For Income Tax	8,371.49	2,646.43
Total	8,621.49	2,676.43



Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)
(CIN: U5110612011PLC065617)

Notes forming part of the Financial Statements

Name of Assets	Gross Block			Depreciation and Amortization		Net Block (₹ in '000)
	As on 01-Apr-24	Addition	Deduction	As on 31-Mar-25	As on 01-Apr-24	
(i) Property, Plant and Equipment						
Computer And Data Processing Unit	312.93	-	312.93	-	63.37	249.56
Electric Installations And Equipment	905.43	-	905.43	-	64.76	840.67
Furniture And Fittings	2,803.40	-	2,803.40	-	254.65	2,548.75
Office Equipments	2,114.85	-	2,114.85	-	348.42	1,766.43
Total	6,136.61		6,136.61		731.19	5,105.41
Previous Year						

(ii) Intangible Assets	Gross Block			Depreciation and Amortization		Net Block (₹ in '000)
	As on 01-Apr-24	Addition	Deduction	As on 31-Mar-25	As on 01-Apr-24	
APX	533.80	86.10	619.90	-	142.88	533.80
Other Softwares	83.25	104.57	187.82	-	30.41	83.25
Total	617.05		807.72		173.30	634.43
Previous Year						

The Aggregate Depreciation charge for the year has been included under depreciation and amortisation expenses in the statement of Profit and Loss



Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

(CIN: U51100GJ2011PLC065617)

Notes forming part of the Financial Statements

12 Deferred tax assets net

(₹ in '000)

Particulars	31-March-2025	31-March-2024
Deferred Tax Asset	67.62	-
Total	67.62	-

13 Other non current assets

(₹ in '000)

Particulars	31-March-2025	31-March-2024
Security Deposits		
-HV Connecting Infra India Pvt Ltd		1,500.00
-Security Deposits for Rented Premises	1,966.00	1,138.00
Others		
-Preliminary Expenses to the Extent not written off	1,375.00	225.73
Total	3,341.00	2,863.73

14 Inventories

(₹ in '000)

Particulars	31-March-2025	31-March-2024
Stock-in-trade	60,861.68	39,884.09
Total	60,861.68	39,884.09

Nature of Inventory: The Company's inventory primarily comprises stock-in-trade of smartphones, electronic gadgets, and accessories.

Inventories are valued at the lower of cost and net realizable value (NRV).

Cost is determined on FIFO basis and includes purchase price, freight, and other expenses directly attributable to procurement.

NRV represents estimated selling price in the ordinary course of business, less estimated costs

15 Trade receivables

(₹ in '000)

Particulars	31-March-2025	31-March-2024
Unsecured considered good	25,989.13	20,176.45
Total	25,989.13	20,176.45

15.1 Trade Receivables ageing schedule as at 31-March-2025

(₹ in '000)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	25,989.13					25,989.13
Undisputed Trade Receivables-considered doubtful						
Disputed Trade Receivables considered good						
Disputed Trade Receivables considered doubtful						
Sub total						25,989.13
Undue - considered good						
Total						25,989.13



Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

(CIN: U51100GJ2011PLC065617)

- Notes forming part of the Financial Statements

15.2 Trade Receivables ageing schedule as at 31-March-2024

(₹ in '000)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	20,176.45					20,176.45
Undisputed Trade Receivables-considered doubtful						-
Disputed Trade Receivables considered good						-
Disputed Trade Receivables considered doubtful						-
Sub total						20,176.45
Undue - considered good						
Total						20,176.45

16 Cash and cash equivalents

(₹ in '000)

Particulars	31-March-2025	31-March-2024
Cash on hand	7,162.25	513.83
Balances with banks in current accounts	2,081.29	555.58
Total	9,243.54	1,069.41

17 Other current assets

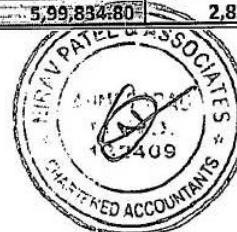
(₹ in '000)

Particulars	31-March-2025	31-March-2024
Others		
-Others	2.06	12.02
Advance To Creditors	463.53	5,172.50
Advances To Staff	797.09	255.83
FD for HDFC Credit Card	350.00	-
FD with Sagar Deposits (NBFC)	2,449.11	-
GST CREDIT BALANCE	3,944.82	3,351.12
Other Receivable	1,621.71	184.64
Prepaid Expenses	111.87	-
TCS Receivable	4.94	226.97
TDS Receivable	2,321.93	803.14
Transaction Facilitators	3,655.02	731.73
Total	15,722.08	10,737.95

18 Revenue from operations

(₹ in '000)

Particulars	31-March-2025	31-March-2024
Sale of products	5,99,834.80	2,82,673.09
Total	5,99,834.80	2,82,673.09



Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

(CIN: U51100GJ2011PLC065617)

Notes forming part of the Financial Statements

19 Other Income

Particulars	31-March-2025	31-March-2024
Others		
-Bank Charges	1.25	
-Cash Back Income	534.39	
-DBD Charges	221.18	
-Discount	6.20	2.32
-Exchange Profit		4.16
-Extra Amount Received		37.27
-Financial & Interest Income	5,039.67	-
-Incentive from Home Credit Finance		442.43
-Insurance		14.54
-Other Income	1,390.34	1,969.20
-Scrape Sales		13.25
Total	6,436.21	3,239.99

Incentive/ scheme payouts received from suppliers worth of Rs.1,77,77,741.00 was classified under other income in the audited financial statement for the period ended on 31/03/2024. However in the financial statement for the year ended on 31/03/2025 same has been reclassified by deducting from the total purchase value in accordance with the generally accepted accounting policy.

20 Purchases of stock in trade

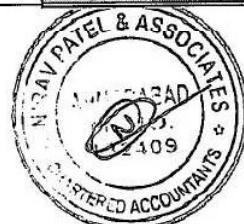
Particulars	31-March-2025	31-March-2024
Purchases of goods		
-Purchase of Pre Used Devices	2,737.36	1,497.32
-Scheme Payout	(1,654.00)	(17,777.74)
-Others	5,34,509.05	3,04,562.07
Total	5,35,592.41	2,88,281.65

21 Change in Inventories of work in progress and finished goods

Particulars	31-March-2025	31-March-2024
Opening Inventories		
Stock-in-trade	39,884.09	-
Less: Closing Inventories		
Stock-in-trade	60,861.68	39,884.09
Total	(20,977.60)	(39,884.09)

22 Employee benefit expenses

Particulars	31-March-2025	31-March-2024
Salaries and wages	15,630.62	15,371.65
Gratuity Expense	132.46	-
Staff Incentive	4,038.22	1,941.14
Total	19,801.30	17,312.79



Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

(CIN: U51100GJ2011PLC065617)

- Notes forming part of the Financial Statements

23 Finance costs

(₹ in '000)

Particulars	31-March-2025	31-March-2024
Interest expense	3,439.41	634.01
Bank Charges	159.29	98.27
Swipe Charges	1.68	168.67
Total	3,600.38	900.95

24 Depreciation and amortization expenses

(₹ in '000)

Particulars	31-March-2025	31-March-2024
Depreciation on property, plant and equipment	904.48	-
Total	904.48	-

25 Other expenses

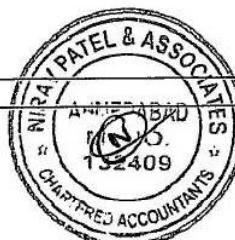
(₹ in '000)

Particulars	31-March-2025	31-March-2024
Auditors' Remuneration	305.00	34.50
Administrative Expenses	-	47.00
Advertisement	321.35	(10.52)
Consumption of stores and spare parts	114.10	232.78
Conveyance expenses	8.11	771.59
Insurance	47.96	40.93
Power and fuel	2,258.64	1,153.27
Professional fees	76.44	2.10
Rent	6,660.52	3,244.03
Repairs others	5.73	11.90
Rates and taxes	83.35	53.13
Selling & Distribution Expenses	-	434.71
Other Business Administrative Expenses	5,089.94	2,036.15
Telephone expenses	59.52	65.88
Travelling Expenses	104.91	331.64
Miscellaneous expenses	0.05	0.18
Other Expenses	-	-
-Interenet Expense	96.76	79.63
-Interest Payable on TDS	6.03	-
-Maintanance Exp	122.65	-
-Maintanance Expense	-	12.50
-Manager Payout	-	322.62
-Others	37.65	517.23
-Staff Welfare Expense	166.36	19.55
-Water Expense	-	19.20
Total	14,565.07	9,420.00

26 Tax Expenses

(₹ in '000)

Particulars	31-March-2025	31-March-2024
Current Tax	13,371.49	2,646.43
Deferred Tax	(67.62)	-
Total	13,303.87	2,646.43



Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

(CIN: U51100GJ2011PLC065617)

Notes forming part of the Financial Statements

27 Earning per share

Particulars	31-March-2025	31-March-2024
Profit attributable to equity shareholders (' in '000)	39,481.10	7,235.35
Weighted average number of Equity Shares	10,000	10,000
Earnings per share basic (Rs)	3.948.11	723.54
Earnings per share diluted (Rs)	3.948.11	723.54
Face value per equity share (Rs)	10	10

28 Auditors' Remuneration

Particulars	31-March-2025	31-March-2024
Payments to auditor as		
- Auditor	250.00	30.00
- for taxation matters	55.00	-
Total	305.00	30.00

29 Contingent Liabilities and Commitments

Particulars	31-March-2025	31-March-2024
Claims against the Company not acknowledged as debt		
- Income tax demands		
- Indirect tax demands		
Total		-

30 Related Party Disclosure

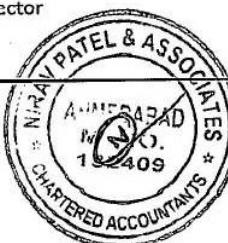
(i) List of Related Parties

	Relationship
Vinit Jalan	Director
Shweta Jalan	Director
Ravishankar Jalan HUF	Relative of Director
Madhu Jalan	Relative of Director
Ranjana Ravishankar Jalan	Relative of Director
Ravishankar Jalan	Relative of Director
Vandana Agarwal	Relative of Director
Vikas Ravishankar Jalan HUF	Relative of Director
Vinit Jalan HUF	Relative of Director
Aggarwal Mobile	Concern In which Director is Interested
Vikas Ravishankar Jalan	Relative of Director

(ii) Related Party Transactions

Particulars	Relationship	31-March-2025	31-March-2024
Remuneration			
- Vinit Jalan	Director	600.00	550.00
- Shweta Jalan	Director	600.00	550.00

Continued to next page



Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

(CIN: U51100GJ2011PLC065617)

Notes forming part of the Financial Statements

Related Party Transactions

(₹ in '000)

Particulars	Relationship	31-March-2025	31-March-2024
Continued from previous page			
Interest			
- Ravishankar Jalan HUF	Relative of Director	199.96	21.95
- Madhu Jalan	Relative of Director	21.90	33.68
- Ranjana Ravishankar Jalan	Relative of Director	5.29	12.89
- Ravishankar Jalan	Relative of Director	22.61	9.47
- Shweta Jalan	Director	128.51	106.61
- Vandana Agarwal	Relative of Director	37.11	5.30
- Vikas Ravishankar Jalan HUF	Relative of Director	50.86	13.92
- Vinit Jalan HUF	Relative of Director	69.60	2.73
- Vikas Ravishankar Jalan	Relative of Director		0.68
Rent			
- Ranjana Ravishankar Jalan	Relative of Director	800.00	-
- Vinit Jalan	Director	110.00	72.00
- Vikas Ravishankar Jalan	Relative of Director	63.00	63.00
Purchase			
- Aggarwal Mobile	Concern in which Director is Interested	274.39	1,706.23
- Ranjana Ravishankar Jalan	Relative of Director	837.70	43,292.51
- Vinit Jalan	Director		2,454.52
Sales			
- Aggarwal Mobile	Concern in which Director is Interested		1,000.19
- Vinit Jalan	Director		3,331.14
- Ranjana Ravishankar Jalan	Relative of Director	5,540.77	17,272.66

(iii) Related Party Balances

(₹ in '000)

Particulars	Relationship	31-March-2025	31-March-2024
Unsecured Loan			
- Vinit Jalan	Director	29.05	55.00
- Shweta Jalan	Director	887.26	3,636.61
- Ravishankar Jalan HUF	Relative of Director		1,670.62
- Madhu Jalan	Relative of Director		2,457.18
- Ranjana Ravishankar Jalan	Relative of Director		1,002.56
- Ravishankar Jalan	Relative of Director		736.82
- Vandana Agarwal	Relative of Director		412.35
- Vikas Ravishankar Jalan HUF	Relative of Director		1,128.45
- Vikas Ravishankar Jalan	Relative of Director		48.01
- Vinit Jalan HUF	Relative of Director		212.32
Sundry Creditor for Rent			
- Vinit Jalan	Director	15.00	8.00
- Shweta Jalan	Director	15.00	-
Sundry Creditor for Salary & Incentive			
- Vinit Jalan	Director	600.00	550.00
- Shweta Jalan	Director	600.00	550.00
- Madhu Jalan	Relative of Director		360.00
Sundry Debtor			
- Ranjana Ravishankar Jalan	Relative of Director		14,577.08
- Vinit Jalan	Director		782.53

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Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

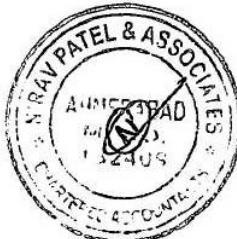
(CIN: U51100GJ2011PLC065617)

Notes forming part of the Financial Statements

Related Party Balances		(` in '000)	
Particulars	Relationship	31-March-2025	31-March-2024
Continued from previous page			
- Ranjana Ravishankar Jalan	Relative of Director		14,577.08
Sundry Creditors for Rent	Relative of Director		7.00
- Vikas Ravishankar Jalan	Concern in which Director is Interested	19.12	-
Sundry Creditors for Goods & Other Services	Concern in which Director is Interested		
- Aggarwal Mobile	Concern in which Director is Interested	126.50	
Advance to Creditors	Concern in which Director is Interested		
- Aggarwal Mobile	Concern in which Director is Interested	63.75	-
Trade Receivable	Concern in which Director is Interested		
- Aggarwal Mobile	Concern in which Director is Interested		

31. Ratio Analysis

Particulars	Numerator/Denominator	31-March-2025	31-March-2024	Change in %
(a) Current Ratio	<u>Current Assets</u> Current Liabilities	1.50	1.31	14.48%
(b) Debt-Equity Ratio	<u>Total Debts</u> Shareholder's Equity	0.65	5.24	-87.64%
(c) Debt Service Coverage Ratio	<u>Earning available for Debt Service</u> Debt Service			
(d) Return on Equity Ratio	<u>Profit after Tax</u> Average Shareholder's Equity	146.78%	0.00%	
(e) Inventory turnover ratio	<u>Total Turnover</u> Average Inventories	11.91		
(f) Trade receivables turnover ratio	<u>Total Turnover</u> Average Trade Receivable	25.99		
(g) Trade payables turnover ratio	<u>Total Purchases</u> Average Trade Payable	21.10		
(h) Net capital turnover ratio	<u>Total Turnover</u> Closing Working Capital	16.12	16.65	-3.21%
(i) Net profit ratio	<u>Net Profit</u> Total Turnover	6.58%	2.56%	157.15%
(j) Return on Capital employed	<u>Earning before interest and taxes</u> Capital Employed	73.55%	23.76%	209.54%
(k) Return on investment	<u>Return on Investment</u> Total Investment	0.00%	0.00%	



Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

(CIN: U51100GJ2011PLC065617)

Notes forming part of the Financial Statements

32 Subsequent Events

Subsequent to the reporting date, on 21st May 2025, the Company was converted from a private limited company to a public limited company in accordance with the provisions of Section 18 of the Companies Act, 2013.

The change in legal status was effected upon obtaining the requisite approvals from the shareholders and relevant regulatory authorities. Pursuant to the conversion, the name of the Company has been changed from "VINIT MOBILE PRIVATE LIMITED" to "VINIT MOBILE LIMITED."

This change in legal status does not impact the financial position or performance of the Company for the financial year ended 31st March 2025. However, it may result in additional compliance requirements and could influence future corporate governance practices and capital-raising activities.

33 Reclassification / Regrouping of Previous Year Figures

The figures for the previous year have been regrouped, reclassified, or rearranged wherever necessary to confirm the classification and presentation adopted in the current year.

As per our report of even date

For Nirav Patel And Associates

Chartered Accountants

Firm's Registration No. 129824W

CA Nirav Sudeshbhai Patel

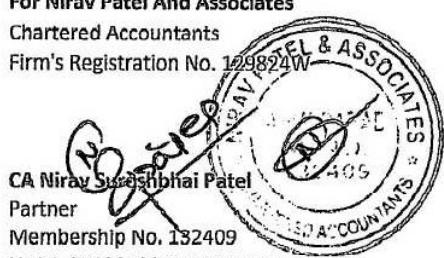
Partner

Membership No. 132409

UDIN: 25132409BMLKRF5507

Place: Ahmedabad

Date: 31-July-2025



For and on behalf of the Board of
Vinit Mobile Limited (Formerly Known as Vinit Mobile Private Limited)

Vinit
Vinit Ravishankar Jalan
Director
08666210



Shweta Jalan
Director
08672239
Place: Surat
Date: 31-July-2025



VINIT MOBILE LIMITED

(Formerly known as Vinit Mobile Private Limited)

CIN: - U51100GJ2011PLC065617 | GST No.: - 24AADCT8502E1ZN

DIRECTORS' REPORT

To
The Members of,
VINIT MOBILE LIMITED
(FORMERLY KNOWN AS VINIT MOBILE PRIVATE LIMITED)

Your directors have pleasure in presenting their 14th Annual Report on the operations of Vinit Mobile Limited ("the Company") and the Audited Financial Statements for the Financial Year ended March 31, 2025.

1. FINANCIAL SUMMARY:

The Company's financial performance for the financial year ended March 31, 2025:

(Amount in ₹ '000)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Revenue from Operations	5,99,834.80	2,82,673.09
Other Income	6,436.21	3,239.99
Total Income	6,06,271.01	2,85,913.08
Expenses:		
Purchases of Stock in Trade	5,35,592.41	2,88,281.65
Change in Inventories of work in progress and finished goods	(20,977.60)	(39,884.09)
Employee Benefit Expenses	19,801.30	17,312.79
Finance Costs	3,600.38	900.95
Depreciation and Amortization Expenses	904.48	-
Other Expenses	14,565.07	9,420.00
Total Expenses	5,53,486.04	2,76,031.30
Profit / (Loss) Before Tax & Exceptional / Extraordinary Items	52,784.97	9,881.78
Less: Exceptional / Extraordinary items	0.00	0.00
Profit / (Loss) Before Tax	52,784.97	9,881.78
Less: Current Tax	13,371.49	2,646.43
Less: Deferred tax Liability (Asset)	(67.62)	0.00
Net Profit/(Loss) After Tax	39,481.10	7,235.35

During the year, total revenue rose to ₹60.63 crores from ₹28.59 crores in the previous year. The Company earned a net profit after tax of ₹3.95 crores as against ₹0.72 crores in FY 2023-24.

*()initz

Shrikant Patel



Address: - Plot no. 358, Ground, 1st & 2nd floor, Gopal Nagar, Bamroli Althan Expressway, Pandesara, Surat-394221, Gujarat, India

Contact No. +91-9227984148 | Website: - www.vinitmobile.com | Email Id: - compliance@vinitmobile.com



VINIT MOBILE LIMITED

(Formerly known as Vinit Mobile Private Limited)

CIN: - U51100GJ2011PLC065617 | GST No.: - 24AADCT8502E1ZN

2. STATE OF AFFAIRS AND OPERATIONS:

The management of the Company continued with its core business activities. There is no change in the nature of business of the Company.

Post completion of the financial year, the Company was converted into a Public Limited Company pursuant to a special resolution passed at the Extraordinary General Meeting held on 15th May 2025, and received a Fresh Certificate of Incorporation dated 21st May 2025 from the Registrar of Companies, Ahmedabad, Gujarat. Consequently, the name of the Company changed from *Vinit Mobile Private Limited* to *Vinit Mobile Limited* bearing CIN: U51100GJ2011PLC065617.

3. DIVIDEND:

To conserve the resources for future prospect and growth of the Company, your directors do not recommend any dividend for the Financial Year 2024-25.

4. TRANSFER TO RESERVES:

No amount has been transferred to general reserves during the year; the profit earned has been retained in the Profit and Loss Account.

5. CHANGE IN CAPITAL STRUCTURE:

There was no change in the Authorised or Paid-up Share Capital during FY 2024-25.

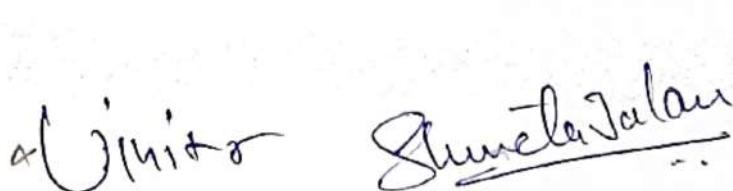
- Authorised Capital: ₹ 1,00,00,000 divided into 10,00,000 equity shares of ₹ 10 each
- Paid-up Capital: ₹ 1,00,000 divided into 10,000 equity shares of ₹ 10 each

6. WEB LINK OF ANNUAL RETURN, IF ANY:

Pursuant to Section 92(3) of the Companies Act, 2013, the Annual Return is available on the Company's website at www.vinitmobile.com → "Annual Return" section.

7. HOLDING/SUBSIDIARY/ASSOCIATE COMPANIES:

The Company has no Associate or Subsidiary Companies and Company is not subsidiary of any other company.

Shweta Patel



Address: - Plot no. 358, Ground, 1st & 2nd floor, Gopal Nagar, Bamroli Althan Expressway, Pandesara, Surat-394221, Gujarat, India.

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VINIT MOBILE LIMITED

(Formerly known as Vinit Mobile Private Limited)

CIN: - U51100GJ2011PLC065617 | GST No.: - 24AADCT8502E1ZN

8. MEETINGS OF THE BOARD OF DIRECTORS:

During FY 2024-25, -8- (Eight) Board Meetings were held, and the gap between two meetings did not exceed 120 days. The details of attendance of each Director at the Board Meetings during the year are, as under:

Date of Board Meeting (DD-MM-YYYY)	Total Number of Directors as on the date of Meeting	Attendance	
		Number of Directors attended	% of attendance
26-06-2024	2	2	100
01-07-2024	2	2	100
22-08-2024	2	2	100
02-09-2024	2	2	100
24-09-2024	2	2	100
05-11-2024	2	2	100
01-01-2025	2	2	100
20-03-2025	2	2	100

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMPs):

• Board of Directors and KMPs:

As on financial year ended 31st March, 2025, the composition of the Board of the Company was as follows:

- Mr. Vinit Jalan, Non-Executive Director
- Mrs. Shweta Jalan, Non-Executive Director

• Appointment/ Cessation of Directors/KMPs:

There is no change in the Composition of the Board during the financial year 2024-25. Subsequent to year end, on **15 May 2025**, **Mr. Vinaykumar Tailor** was appointed as **Independent Non-Executive Director**.

• Retirement by Rotation:

Mrs. Shweta Jalan retires by rotation at the ensuing AGM and, being eligible, offers herself for re-appointment.

VINIT MOBILE LIMITED
SURAT

Address: - Plot no. 358, Ground, 1st & 2nd floor, Gopal Nagar, Bamroli Althan Expressway, Pandesara, Surat-394221, Gujarat, India.

Contact No. +91-9227984148 | **Website:** - www.vinitmobile.com | **Email Id:** - compliance@vinitmobile.com



VINIT MOBILE LIMITED

(Formerly known as Vinit Mobile Private Limited)

CIN: - U51100GJ2011PLC065617 | GST No.: - 24AADCT8502E1ZN

- **Declaration by the independent directors:**

The Company has received declarations from the Independent Directors of the Company that they meet with the criteria of independence as prescribed under Sub-section (6) of Section 149 of the Companies Act, 2013 in compliance of Rule 6(1) and (3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended from time to time and there has been no change in the circumstances which may affect their status as independent director during the year and they have complied with the code of conduct for Independent Directors prescribed in Schedule IV of the Companies Act, 2013.

- **Disclosure by directors:**

The Directors on the Board have submitted requisite disclosure under Section 184(1) of the Companies Act, 2013, declaration of non-disqualification under Section 164(2) of the Companies Act, 2013 and Declaration as to compliance with the Code of Conduct of the Company.

10. AUDITOR:

STATUTORY AUDITORS:

M/s C B L & CO., Chartered Accountants, (FRN: 148227W) were appointed as the Statutory Auditors of the Company in the Annual General Meeting held on 30th December, 2020 to hold the office till the conclusion of Annual General Meeting to be held for the financial year 2024-2025. M/s C B L & CO. resigned as statutory auditor of the company with effect from 20th August, 2024.

In order to fill the casual vacancy, the Members in the Extra-ordinary General Meeting held on 28th August, 2024 appointed M/s Mahesh Kumar Mittal & Co., Chartered Accountants, Surat (FRN: 127309W) as Statutory Auditors of the Company and their appointment was ratified by the Members in the Annual General Meeting held on 30th September, 2024 for the further period of -5- (five) years, till the conclusion of the AGM to be held for the financial year 2028-29. Further, M/s. Mahesh Kumar Mittal & Co., resigned as statutory auditor of the company with effect from 7th May, 2025.

In order to fill the casual vacancy caused due to resignation of M/s Mahesh Kumar Mittal & Co., the Members in the EGM held on 20th July, 2025 appointed M/s. Nirav Patel & Associates, Chartered Accountants, Surat (FRN: 129824W), as the Statutory Auditors to complete the Audit for the financial year 2024-2025.

The Board recommends appointment of M/s. Nirav Patel & Associates in the forthcoming AGM for the further period of -5- (five) years to hold the office till the conclusion of AGM to be held for the financial year 2029-2030.



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VINIT MOBILE LIMITED

(Formerly known as Vinit Mobile Private Limited)

CIN: - U51100GJ2011PLC065617 | GST No.: - 24AADCT8502E1ZN

REPORTING OF FRAUDS BY AUDITORS:

During the year under review, the Auditors have not reported any instances of fraud under Section 143(12) of the Act, committed against the Company by its officers or employees, to the Audit Committee or the Board, the details of which would be required to be mentioned in the Directors' Report.

SECRETARIAL AUDITOR:

The provisions of Section 204 of the Companies Act, 2013 and rules thereof, the Company is not required to appoint a Secretarial Audit for the year 2024-25.

COST AUDITOR:

The company is not a manufacturing Companies and therefore the requirement of appointment of Cost Auditor is not applicable to the company.

11. DETAILS IN RESPECT OF FRAUD:

During the year under review, the Statutory Auditor in their report have not reported any instances of frauds committed in the Company by its Officers or Employees under section 143(12) of the Companies Act, 2013.

12. BOARD'S COMMENT ON THE AUDITORS' REPORT:

During the year under review, the Statutory Auditor in their report have not reported any instances of frauds committed in the Company by its Officers or Employees under section 143(12) of the Companies Act, 2013.

13. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS:

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

14. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

All related-party transactions during the year were at arm's length and in the ordinary course of business. Particulars required under Section 134(3)(h) read with Rule 8(2) are provided in Form AOC-2 (Annexure A) forming part of this report.

Vinita

Suneeta Patel
MOBILE LIMITED
SUNETA PATEL
SURAT

Address: - Plot no. 358, Ground, 1st & 2nd floor, Gopal Nagar, Bamroli Althan Expressway, Pandesara, Surat-394221, Gujarat, India.

Contact No. +91-9227984148 | **Website:** - www.vinitmobile.com | **Email Id:** - compliance@vinitmobile.com



VINIT MOBILE LIMITED

(Formerly known as Vinit Mobile Private Limited)

CIN: - U51100GJ2011PLC065617 | GST No.: - 24AADCT8502E1ZN

15. PARTICULARS OF LOANS AND INVESTMENT:

The Company has **not given any loans, guarantees or made any investments** under Section 186 during FY 2024-25.

16. DEPOSITS:

The Company has **not accepted any deposits** within the meaning of Sections 73 to 76 of the Companies Act, 2013 during the review period.

However, it has accepted **unsecured loans from directors and their relatives**, details of which are disclosed in the Notes to Accounts.:

17. COMPLIANCE WITH SECRETARIAL STANDARD:

The Company has Complied with the applicable Secretarial Standards (as amended from time to time) on meetings of the Board of Directors and Meeting of Shareholders (EGM/AGM) i.e. SS-1 and SS-2 issued by The Institute of Company Secretaries of India and approved by Central Government under section 118(10) of the Companies Act, 2013.

18. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:

- **Energy Conservation:** The Company ensures optimal utilization of energy and resources.
- **Technology Absorption:** Not applicable, as the Company is engaged in trading activity.
- **Foreign Exchange Earnings & Outgo:** Nil.

19. RISK MANAGEMENT POLICY:

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, event, financial, human, environment and statutory compliance.

L. J. Mitra

Shweta Jalan



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20. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE ["POSH"]:

The Company has adopted a policy for prevention of sexual harassment at the workplace, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"). An Internal Complaints Committee ("ICC") has been duly constituted as per the provisions of the POSH Act to redress complaints regarding sexual harassment at the workplace.

During the financial year under review, the Company has complied with all the provisions of the POSH Act and the rules framed thereunder. Further details are as follow:

a.	Number of complaints of Sexual Harassment received in the Year	Nil
b.	Number of Complaints disposed off during the year	Nil
c.	Number of cases pending for more than ninety days	Nil

21. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) of the Act, the Directors confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a 'going concern' basis.

The Company being unlisted, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. SIGNIFICANT AND MATERIAL ORDERS:

No significant or material orders were passed by any regulators or courts impacting the Company's going-concern status.

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Shweta Patel



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23. CORPORATE SOCIAL RESPONSIBILITY:

The provisions of section 135 of companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the company.

24. ESTABLISHMENT OF VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

Pursuant to the provisions of section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its powers) Rules, 2014, the Company has adopted Whistle Blower Policy / Vigil Mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct. It also provides for adequate safeguards against victimization of directors /employees who avail of the Mechanism.

The Company affirms denied access to the Audit Committee. To ensure proper functioning of vigil mechanism the Audit Committee of the Company on quarterly basis take note of the same.

25. FORMAL ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES & INDIVIDUAL DIRECTORS:

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The overall performance evaluation exercise was completed to the satisfaction of the Board. The Board of Directors deliberated on the outcome and agreed to take necessary steps going forward.

26. PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

27. DIFFERENCE IN VALUATION:

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

Vinit

Shweta Patel



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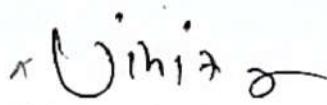
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28. ACKNOWLEDGMENT

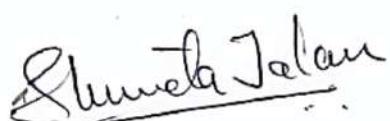
Your directors place on the record their appreciation of the Contribution made by employees, consultants at all levels, who with their competence, diligence, solidarity, co-operation and support have enabled the Company to achieve the desired results.

The board of Directors gratefully acknowledge the assistance and co-operation received from the Central and State Governments Departments, Shareholders and Stakeholders.

For, Vinit Mobile Limited


Vinit Ravi Shankar Jalan
Director
DIN: 08666210




Shweta Jalan
Director
DIN: 08672239

Dated: 31st July, 2025

Place: Surat

ANNEXURE A
FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contract/s/ arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date (s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188
Not Applicable								

2. Details of material contracts or arrangement or transactions at arm's length basis

Sr. No.	CIN or FCRN or LLPIN or FLLPIN or PAN/Passport for individuals or any other registration number	Name(s) of the related party and nature of relationship	Nature of Relationship	Nature of contracts / arrangements / transactions	Duration of the contracts/arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any (in Thousand)	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1	AICPJ2880P	Vinit Jalan	Director	Remuneration and rent paid	Ongoing	NA	26.06.2024	-
2	BVFPK1502A	Shweta Jalan	Director	Remuneration and Interest on Unsecured Loan	Ongoing	NA	26.06.2024	-
3	AACHJ8467L	Ravishankar Jalan HUF	Relative of Director	Interest on Unsecured Loan	Ongoing	NA	26.06.2024	-
4	ARPPC3203P	Madhu Jalan	Relative of Director	Interest on Unsecured Loan	Ongoing	NA	26.06.2024	-
5	ABNPJ1386Q	Ranjana Ravishankar Jalan	Relative of Director	Purchase and sale of goods, Interest on Unsecured Loan and rent paid	Ongoing	NA	26.06.2024	-
6	ABXPJ0447Q	Ravishankar Jalan	Relative of Director	Interest on Unsecured Loan	Ongoing	NA	26.06.2024	-
7	AFCPJ6986R	Vandana Agarwal	Relative of Director	Interest on Unsecured Loan	Ongoing	NA	26.06.2024	-
8	AAJHV2580B	Vikas Ravishankar Jalan HUF	Relative of Director	Interest on Unsecured Loan	Ongoing	NA	26.06.2024	

Vinit

Shweta Jalan



9	AAKHV1476R	Vinit Jalan HUF	Relative of Director	Interest on Unsecured Loan	Ongoing	NA	26.06.2024	-
10	ADWPJ4609F	Vikas Ravishankar Jalan	Relative of Director	Rent	Ongoing	NA	26.06.2024	-
11	ABOFA4205G	Aggarwal Mobile	Concern in which Director is Interested	Purchase	Ongoing	NA	26.06.2024	-

For, Vinit Mobile Limited

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Vinit Ravi Shankar Jalan
Director
DIN: 08666210

Shweta Jalan

Shweta Jalan
Director
DIN: 08672239

Dated: 31st July, 2025

Place: Surat



FORM NO. MGT.8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of the Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **Vinit Mobile Limited**, formerly known as "Vinit Mobile Private Limited" ("the Company") (CIN: U51100GJ2011PLC065617) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **31st March, 2025**.

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company, to the extent applicable has complied with provisions of the Act & Rules made, there under, save and except specifically mentioned in this certificate, if any, in respect of:
 1. Its status under the Act;
 2. Maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. Filing of forms and returns with the Registrar of Companies within / beyond the prescribed time; During the financial year under review the Company was not required to file any form with Regional Director, Central Government, the Tribunal, Court or other authorities;
 4. Calling/ convening/ holding meetings of Board of Directors or its committees, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. Closure of Register of Members / Security holders, as the case may be; **Not Applicable**
 6. Advances / loans to its directors and/or persons or firms or companies referred in section 185 of the Act; **Not Applicable**
 7. Contracts / arrangements with related parties as specified in section 188 of the Act;
 8. Issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities and issue of security certificates in all instances; **Not Applicable**



9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; **Not Applicable**
10. Declaration/payment of dividend; transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act; **Not Applicable**
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution / appointment / re-appointments / retirement / filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. Appointment / reappointment / filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; **Not Applicable**
15. Acceptance / renewal / repayment of deposits; **Not Applicable**
16. Borrowings from its directors, members, public financial institutions, banks and others and creation / modification / satisfaction of charges in that respect;
17. Loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; **Not Applicable**
18. Alteration of the provisions of the Memorandum and Articles of Association of the Company; **Not Applicable**

For B. S. Vyas & Associates
Practicing Company Secretary

Place: Ahmedabad
Date: December 05, 2025



Bhargav Vyas
Proprietor
Membership No. 46392
COP No. 26078
Peer Review Certificate No. 6217/2024
UDIN: A046392G002228847

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



Annexure A

To,
The Members
Vinit Mobile Limited (formerly known as "Vinit Mobile Private Limited")

Our MGT-8 of even date is to be read along with this letter.

Management's Responsibility

It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtain from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

MGT-8 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.

**For B. S. Vyas & Associates
Practicing Company Secretary**

**Place: Ahmedabad
Date: December 05, 2025**



Bhargav Vyas
Proprietor
Membership No. 46392
COP No. 26078
Peer Review Certificate No. 6217/2024



VINIT MOBILE LIMITED

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NOTICE OF THE 14TH ANNUAL GENERAL MEETING

Date: 22nd August, 2025

To, The Members,
Vinit Mobile Limited

NOTICE is hereby given that the 14th Annual General Meeting ("AGM") of the members of Vinit Mobile Limited ("the Company") will be held on Monday, the 22nd September, 2025 at 11:00 a.m. at the Registered Office of the Company situated at Plot No. 358, Ground, 1st & 2nd Floor, Gopal Nagar, Bamroli Althan Expressway, Pandesara, Surat – 394221, Gujarat, India, to transact the following business:

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS:

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

2. APPOINTMENT OF STATUTORY AUDITORS:

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

"RESOLVED THAT pursuant to the provisions of sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules thereunder including any amendments, modifications, variations or re-enactments thereof, M/s Nirav Patel & Associates, Chartered Accountants (Firm Registration No. 129824W), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditor in terms of section 141 of the Companies Act, 2013 and applicable Rules, be and are hereby appointed as the Statutory Auditors of the Company to hold office for a period of -5- (Five) years with effect from the Financial Year 2025-2026 till (and including) the Financial Year 2029-2030, for a remuneration as may be mutually agreed between the Company and the said Auditors and as may be further approved by the Board from time to time, with power to the Board, to alter and vary the terms and conditions of appointment, etc. in such manner and to such extent as may be mutually agreed with the Auditors.



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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary form with the Registrar of Companies and to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution."

3. RE-APPOINTMENT OF MRS. SHWETA JALAN AS A DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, **Ms. Shweta Jalan (DIN: 08672239)**, Non-Executive Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation.

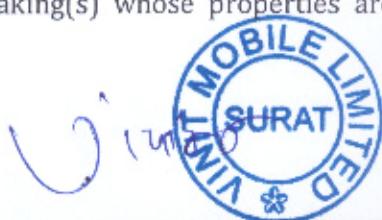
RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to take all necessary steps and actions, and do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution, including the filing of necessary forms with the Registrar of Companies and other regulatory authorities, if required."

SPECIAL BUSINESS:

4. INCREASE IN CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force, consent of members of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred as "Board" which term shall include a Committee thereof authorized for the purpose) to mortgage and/or create a charge on (by way of first, second or other subservient charge as may be agreed to between the Company and the lenders and/or Debenture Trustees)/ pledge/hypothecate, all the immovable and movable properties, tangible or intangible assets of the Company, both present and future, pertaining to any one or more of the Company's Units and any other undertaking of the Company wheresoever situated and the whole or substantially the whole of any one or more of the said undertakings of the Company, with the right to take over the management and concern of the undertaking(s) whose properties are agreed to be mortgaged / charged / pledged /





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hypothecated in certain events, to or in favour of any Financial Institutions, Banks and other lending Institutions or Funds, Trustees for Debentures, to secure their respective Rupee and Foreign Currency Loans or other Financial Assistance lent, granted and advances or agreed to be lent, granted and advanced to the Company or the Debentures, Bonds or other financial instruments issued and allotted or as may be issued by the Company and subscribed to or agreed to be subscribed to by such Institutions/Banks/Funds, or any other persons, of such amount or amounts not exceeding **Rs. 100,00,00,000/- (Rupees One Hundred Crore only)** in the aggregate on account of principal, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Trustees, costs, charges and other moneys payable by the Company to the respective Financial Institutions, Banks and other lending institutions and Debenture holders and/or Trustees under the Loan/Subscription Agreement(s) entered into/to be entered into by the Company in respect of the said term loans, debentures or other financial instruments or assistance.

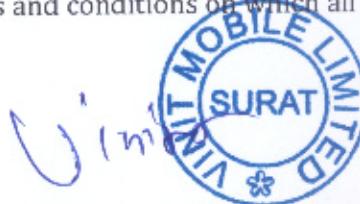
RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

5. **INCREASE IN BORROWING POWER UNDER SECTION 180(1)(C) OF THE COMPANIES ACT 2013:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of paid-up share capital of the Company and its free reserves, provided that the total amount so borrowed shall not at any time exceed the limit of **Rs. 100,00,00,000/- (Rupees One Hundred Crore only)**.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time





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as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

6. APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made there under as amended from time to time, consent of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) up to an aggregate sum of **Rs. 100,00,00,000/- (Rupees One Hundred Crore only)** in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

7. CONSENT OF MEMBERS FOR INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as



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may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of **Rs. 100,00,00,000/- (Rupees One Hundred Crore only)** over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

8. **TO APPROVE RELATED PARTY TRANSACTION UNDER SECTION 188 OF THE COMPANIES ACT, 2013.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company for transactions as entered into for the financial year **2025-2026** and detailed in the financial statement and to enter into / continue contract(s)/ arrangement(s)/ transaction(s) with any of the related parties within the meaning of Section 2(76) of the Act or the provisions of any other law as may be applicable, any type of related party transaction (as explained hereunder) during the period between the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.





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Illustrative list of related parties	Type of Transaction (with any of the related party)	Projections (in Rs.)
Any of the related parties as defined under the provision of section 2(76) of the Companies Act, 2013	<ul style="list-style-type: none"> • Remuneration • Unsecured Loan Received • Unsecured Loan Paid • Loans & Advances Received • Loans & Advances Paid • Investments Received • Investments Paid • Any other type of related party transaction falling under the ambit of Section 188 of the Companies Act, 2013 	100,00,00,000 (Rupees One Hundred Crore only)

RESOLVED FURTHER THAT, the Board of Directors be and are hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

9. **TO APPROVE CHANGE IN DESIGNATION OF MR. VINIT RAVI SHANKAR JALAN (08666210) FROM DIRECTOR TO THE MANAGING DIRECTOR AND TO FIX HIS REMUNERATION:**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read together with Schedule V of the Companies Act, 2013 (hereinafter referred to as the "Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and the Board of Directors of the Company, the re-designation of **Mr. Vinit Ravi Shankar Jalan (DIN: 08666210)** as the Managing Director of the Company for a period of -5-(Five) years from 22nd September, 2025 to 21st September, 2030, be and is hereby approved, on such terms and remuneration as set out in the explanatory statement and the draft agreement to be entered into between the Company and Mr. Vinit Ravi Shankar Jalan;

RESOLVED FURTHER THAT the remuneration payable to Mr. Vinit Ravi Shankar Jalan per annum for a period of three years from 22nd September, 2025 to 21st September, 2028 may exceed five percent of the net profits of the Company (computed in accordance with the Act), but





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shall not exceed twenty percent of the net profits of the Company (computed in accordance with the Act) payable to all Whole-time Directors taken together, if applicable;

RESOLVED FURTHER THAT the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year or years, notwithstanding the limits prescribed hereinabove in percentage terms, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein be continued to be paid as minimum remuneration to Mr. Vinit Ravi Shankar Jalan for a period not exceeding three years; and

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/ or revise the remuneration of Mr. Vinit Ravi Shankar Jalan as the Managing Director within the overall limits under this resolution and to take such steps as may be necessary for obtaining necessary approvals (statutory, contractual or otherwise), in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

10. **APPOINTMENT OF MR. ADITYA VIKRAMBHAI PATEL (DIN: 09121052), AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions of the Companies Act, 2013, read with Schedule IV of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), and subject to such other approvals as may be necessary, the consent of the members be and is hereby accorded for the appointment of **Mr. Aditya Vikrambhai Patel (DIN: 09121052)**, who has submitted a declaration of independence as required under Section 149(6) of the Companies Act, 2013, and who meets the criteria for independence as provided in the Act and the Rules framed thereunder, as an Independent Director of the Company for a term of five (5) consecutive years with effect from 22nd September, 2025 and shall be entitled to receive the sitting fees for attending meetings of Board of Directors and of Committee thereof, as per the Companies Act, 2013 and terms and conditions as decided by the Board.





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RESOLVED FURTHER THAT Mr. Aditya Vikrambhai Patel shall not be liable to retire by rotation during the tenure of their office as an Independent Director.

RESOLVED FURTHERTHAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to take all necessary steps and actions, and do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution, including the filing of necessary forms with the Registrar of Companies and other regulatory authorities, if required."

11. APPOINTMENT OF MR. SANJAY JORSANGBHAI VEGAD (DIN: 11082461), AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions of the Companies Act, 2013, read with Schedule IV of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), and subject to such other approvals as may be necessary, the consent of the members be and is hereby accorded for the appointment of **Mr. Sanjay Jorsangbhai Vegad (DIN: 11082461)**, who has submitted a declaration of independence as required under Section 149(6) of the Companies Act, 2013, and who meets the criteria for independence as provided in the Act and the Rules framed thereunder, as a Non-Executive Independent Director of the Company for a term of five (5) consecutive years with effect from 22nd September, 2025 and shall be entitled to receive sitting fees for attending meetings of Board of Directors and of Committee thereof, as per the Companies Act, 2013 and terms and conditions as decided by the Board.

RESOLVED FURTHER THAT Mr. Sanjay Jorsangbhai Vegad shall not be liable to retire by rotation during the tenure of their office as an Independent Director.

RESOLVED FURTHERTHAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to take all necessary steps and actions, and do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution, including the filing of necessary forms with the Registrar of Companies and other regulatory authorities, if required."





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12. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded, to increase the Authorized Share Capital of the Company from Rs. 1,00,00,000 (Rupees One Crore) divided into 10,00,000 (Ten Lakh) Equity Shares of Rs. 10/- each to Rs. 8,00,00,000 (Rupees Eight Crore) divided into 80,00,000 (Eighty Lakh) Equity Shares of Rs. 10/- each by creation of additional 70,00,000 (Seventy Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu with the existing equity shares of the Company and consequently Clause No. V of the Memorandum of Association of the Company be substituted by the following:

V. The Authorized Share Capital of the Company is Rs. 8,00,00,000 (Rupees Eight Crore) divided into 80,00,000 (Eighty Lakh) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT any of Directors of the Company be and are hereby severally authorized to do all such acts, things and deeds as may be necessary for giving effect to this resolution and to file the requisite forms with Registrar of Companies, Ahmedabad in this connection, for and on behalf of the Company."

13. APPROVAL FOR ISSUE OF BONUS SHARES:

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

"RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with rule 14 of Companies (Share Capital & Debenture Rules), 2014 (including any amendment thereto or re-enactment thereof) and other applicable laws, rules, regulations, etc., if any and subject to such consents and approvals as may be required from the appropriate authorities, the consent of the members of the Company be and is hereby accorded to capitalize sum not exceeding Rs. 4,00,00,000/- (Rupees Four Crore only) out of Free Reserves and security premium account of the Company and transfer to Share Capital Account towards issuance and allotment of fully paid equity of Rs. 10/- (Rupees Ten Only) each as Bonus Shares credited as fully paid up to the members of the Company holding Equity shares of Rs. 10/- (Rupees Ten Only) each whose names stand in Register of members of the Company as on the (Record Date) to be decided by the Board of Directors, in that behalf in the proportion of (400:1), -400- (Four Hundred) new Fully Paid-up Equity Shares of Rs. 10/- (Rupees Ten Only) for every -1- (One) existing Equity Shares of Rs. 10/- (Rupees Ten Only) each (fractional entitlements



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of Bonus shares shall be rounded off to one) held as on the aforementioned record date and that the bonus shares so issued and allotted be treated for all purposes as an increase of the nominal amount of the Equity Capital of the Company held by each such member/person and not as income.

RESOLVED FURTHER THAT the Bonus Equity shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank Pari passu with the existing Equity shares

RESOLVED FURTHER THAT no Members shall entitle to a fraction of an equity shares as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the Bonus shall be rounded to the lower integer. All fractions of bonus equity shares be ignored and accordingly the number of issuances of bonus shares may be reduced.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company or a Committee thereof be and are hereby authorized to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise and take necessary actions thereof."

By Order of the Board of Directors
For Vinit Mobile Limited



Vinit Ravi Shankar Jalan
Director
DIN: 08666210

Date: 22nd August, 2025

Place: Surat



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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the Special Business to be transacted at the AGM is annexed hereto.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy, duly completed, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays, between 11:00 a.m. and 1:00 p.m. up to the date of the Annual General Meeting.





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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

SPECIAL RESOLUTION ITEM NUMBER: 4 AND 5:

The provisions of Section 180(1)(c) of the Companies Act, 2013 require that the Board of Directors of a company shall not, except with the consent of the members of the Company by way of a **Special Resolution**, borrow monies (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Further, under Section 180(1)(a) of the Companies Act, 2013, the Board of Directors shall not, without the consent of the members of the Company by way of a **Special Resolution**, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, or create mortgage/charge on the properties of the Company.

Considering the Company's existing and future financial requirements for its business operations and growth plans, it is proposed to authorize the Board of Directors to borrow monies up to an aggregate limit of **Rs. 100,00,00,000 (Rupees One Hundred Crore only)**, notwithstanding that such borrowings may exceed the limits specified under Section 180(1)(c).

It is also proposed to authorize the Board of Directors to create charge, mortgage, hypothecation or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company, both present and future, in favour of banks, financial institutions, debenture holders and other lenders, in order to secure the borrowings, subject to the overall limits as mentioned above, in compliance with Section 180(1)(a).

The Board of Directors recommends passing of the Special Resolutions as set out in the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolutions.

SPECIAL RESOLUTION ITEM NUMBER 6:

APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185



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of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Group.

In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the Group Companies.

Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors Recommend the Special Resolution for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution, except to the extent of their shareholding/directorship/interest in the bodies corporate to which the loan/guarantee/security may be provided, if any.

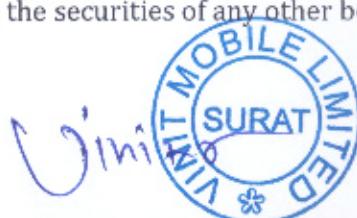
SPECIAL RESOLUTION ITEM NUMBER 7:

VINIT MOBILE LIMITED

CONSENT OF MEMBERS FOR INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE:

The Company proposed to make investments by way of giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up



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share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long-term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors recommend the Special Resolution as set out at the Notice of General Meeting for Members' approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding or directorships in the bodies corporate in which the Company may make investments or give loans/guarantees/securities, if any.

SPECIAL RESOLUTION ITEM NUMBER 8:

TO APPROVE RELATED PARTY TRANSACTION UNDER SECTION 188 OF THE COMPANIES ACT, 2013:

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through special resolution, if the aggregate value of transaction(s) exceeds the threshold as prescribed under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date.

The value of proposed aggregate transactions with related parties whether individually or taken together is likely to exceed the said threshold limit as per the projections mentioned hereunder for a period between the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company. Accordingly, transaction(s) entered into with the related parties comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder.





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Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with the related parties for a period between the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions proposed with related parties as mentioned below are as follows:

Illustrative list of related parties	Type of Transaction (with any of the related party)	Projections (in Rs.)
Any of the related parties as defined under the provision of section 2(76) of the Companies Act, 2013	<ul style="list-style-type: none">• Remuneration• Unsecured Loan Received• Unsecured Loan Paid• Loans & Advances Received• Loans & Advances Paid• Investments Received• Investments Paid• Any other type of related party transaction falling under the ambit of Section 188 of the Companies Act, 2013	100,00,00,000 (Rupees One Hundred Crore only)

The Directors recommend the Special Resolution as set out at the Notice of General Meeting for Members' approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their shareholding/directorship in the entities in which such investments/loans/guarantees/securities may be made/given, if any.

ITEM NUMBER 9:

TO APPROVE CHANGE IN DESIGNATION OF MR. VINIT RAVI SHANKAR JALAN (08666210) FROM DIRECTOR TO THE MANAGING DIRECTOR AND TO FIX HIS REMUNERATION:

Subject to the approval of the Members of the Company, the Board of Directors of the Company at its meeting held on 30th August, 2025, have approved the appointment of **Mr. Vinit Ravi Shankar Jalan (DIN: 08666210)** as the **Managing Director** of the Company for a period of -5- (Five) years from the



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date of this Annual General Meeting (AGM), i.e. 22nd September, 2025 to 21st September, 2030, pursuant to the provisions of Section 196 of the Act and rules made thereunder.

The Company has received a Notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Vinit Ravi Shankar Jalan for the office of Managing Director of the Company, to be appointed as such under the provisions of Section 196 of the Act. The Company has received relevant disclosures from Mr. Vinit Ravi Shankar Jalan for his appointment as the Managing Director of the Company.

Pursuant to the provisions of Section 197 read with rules made thereunder and Section II of Part II of Schedule V to the Act, the remuneration payable to Mr. Vinit Ravi Shankar Jalan has been approved for a period of **-3- (Three) years** from 22nd September, 2025 to 21st September, 2028 by the Members of the Company based on the recommendation of the Board of Directors of the Company.

The details of the proposed remuneration are set out below:

I. Salary, Perquisites and Allowance:

Salary, perquisites and allowances up to **Rs. 5,00,000/- (Rupees Five Lakh Only)** per month for a period of 3 years w.e.f. 22nd September, 2025. Salary, perquisites and allowances may be revised periodically based on the recommendation of the Board of Directors and Nomination and Remuneration Committee ("NRC") (as and when constituted) of or subject to the provisions of the Companies Act, 2013.

Perquisites and allowance shall include –

- i. Medical Reimbursement/Allowance: As per the rules of the Company
- ii. Leave Travel Concession/Allowance: For self and his family, once in a year, incurred in accordance with the rules specified by the Company
- iii. Leave: As per Company's rules as specified from time to time.
- iv. Personal Accident Insurance: Premium on personal accident insurance policy.
- v. Any other perquisites and allowances as may be determined by the Board from time to time within the overall limits specified in the Act or the limits as approved by the Members of the Company.
- vi. Contribution to Provident Fund, Superannuation Fund or Annuity Fund, if any, will not be included in the computation of the ceiling on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act, 1961 or any amendment thereto.
- vii. Gratuity payable shall be calculated as per the provisions of the Payment of Gratuity Act, 1972 or any amendment thereto.



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viii. Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.

II. Commission

Payment of commission of such amount as may be recommended by the NRC and approved by the Board in compliance with the provisions of the Act and Rules made thereunder within the overall limits prescribed in the resolution.

III. Minimum Remuneration:

Notwithstanding any limits of remuneration mentioned in the resolution, in the event of inadequacy of profits under Sections 197, 198 of the Act in any financial year or years, Mr. Vinit Ravi Shankar Jalan (DIN: 08666210), the Managing Director shall be entitled to minimum remuneration comprising of salary, perquisites and benefits as detailed above for a period of -3- (Three) years i.e., from 22nd September, 2025 to 21st September, 2028.

Relevant details relating to appointment of Mr. Vinit Ravi Shankar Jalan as required by the Act and Secretarial Standard - 2 on General Meetings issued by the ICSI are provided in Annexure- 1.

The statement as required under Section II Part II of the Schedule V of the Act with reference to this Special Resolution as set out at **Item No. 9** is annexed hereto as Annexure- 2.

Pursuant to Section 190 of the Act, a copy of the draft agreement proposed to be executed by the Company with the Managing Director is available for inspection without any fee by the members up to the date of this Meeting.

Members seeking to inspect such documents can send an e-mail to compliance@vinitmobile.com. The approval of the Members of the Company by way of Special Resolution is being sought for appointment of Mr. Vinit Ravi Shankar Jalan (DIN: 08666210) as the Managing Director of the Company for a period of -5- (Five) years from 22nd September, 2025 to 21st September, 2030 and the remuneration payable to Mr. Vinit Ravi Shankar Jalan (DIN: 08666210) as the Managing Director of the Company for the period from 22nd September, 2025 to from 21st September, 2028. The Board recommends the Special Resolution as set out at **Item No. 9** of the Notice for approval by the Members of the Company.

Except Mr. Vinit Ravi Shankar Jalan and Mrs. Shweta Jalan, none of the other Directors of the Company are concerned or interested, directly or indirectly, financially or otherwise, in the proposed Resolution.





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ITEM NUMBER 10:

APPOINTMENT OF MR. ADITYA VIKRAMBHAI PATEL (DIN: 09121052), AS INDEPENDENT DIRECTOR OF THE COMPANY:

Pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 and Articles of Association of the Company, the Board of Directors of the Company has recommended the appointment of **Mr. Aditya Vikrambhai Patel (DIN: 09121052)**, as an Independent, Non-Executive Director of the Company with effect from 22nd September, 2025.

The Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Aditya Vikrambhai Patel for the office of Independent, Non-Executive Director. Further Mr. Aditya Vikrambhai Patel has given his consent to act as Independent, Non-Executive Director of the Company. Section 149 of the Act inter alia stipulates the criteria of independence. In this regard the Company has received a declaration from Mr. Aditya Vikrambhai Patel that he meets the criteria of independence prescribed under Section 149(6) of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014.

A Brief Profile of Mr. Aditya Vikrambhai Patel including nature of his expertise, is provided by him. Keeping in view of his experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Aditya Vikrambhai Patel as an Independent Director.

To the extent their shareholding in the Company, none of the Directors, their relatives and key managerial personnel and who are members of the company, may be deemed to be concerned or interested in this resolution.

ITEM NUMBER 11:

APPOINTMENT OF MR. SANJAY JORSANGBHAI VEGAD (DIN: 11082461), AS INDEPENDENT DIRECTOR OF THE COMPANY:

Pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 and Articles of Association of the Company, the Board of Directors of the Company has recommended the appointment of **Mr. Sanjay Jorsangbhai Vegad (DIN: 11082461)**, as an Independent, Non-Executive Director of the Company with effect from 22nd September, 2025.





VINIT MOBILE LIMITED

(Formerly known as Vinit Mobile Private Limited)

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The Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Sanjay Jorsangbhai Vegad for the office of Independent, Non-Executive Director. Further Mr. Sanjay Jorsangbhai Vegad has given his consent to Act as Independent, Non-Executive Director of the Company. Section 149 of the Act inter alia stipulates the criteria of independence. In this regard the Company has received a declaration from Mr. Sanjay Jorsangbhai Vegad that he meets the criteria of independence prescribed under Section 149(6) of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014.

A Brief Profile of Mr. Sanjay Jorsangbhai Vegad including nature of his expertise, is provided by him. Keeping in view of his experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Sanjay Jorsangbhai Vegad as an Independent Director.

To the extent their shareholding in the Company, none of the Directors, their relatives and key managerial personnel and who are members of the company, may be deemed to be concerned or interested in this resolution.

ITEM NUMBER 12:

INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

The current Authorized Share Capital of your Company is Rs. 1,00,00,000 (Rupees One Crore) divided into 10,00,000 (Ten Lakh) Equity Shares of Rs. 10/- each. The Board of Directors in its meeting held on 30th August, 2025 has proposed to increase the Authorized Share Capital to Rs. 8,00,00,000 (Rupees Eight Crores) divided into 80,00,000 (Eighty Lakh) Equity Shares of Rs. 10/- each.

Pursuant to the provisions of Sections 61 and 64 and other applicable provisions of the Act and subject to applicable statutory and regulatory approvals, the increase in Authorized Share Capital, alteration of the Capital Clause of the Memorandum of Association of the Company require approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution, except to the extent of their shareholding in the Company.

ITEM NUMBER 13:

APPROVAL FOR ISSUE OF BONUS SHARES:



Address: - Plot no. 358, Ground, 1st & 2nd floor, Gopal Nagar, Bamroli Althan Expressway, Pandesara, Surat-394221, Gujarat, India.

Contact No. +91-9227984148 | **Website:** - www.vinitmobile.com | **Email Id:** - compliance@vinitmobile.com



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The Board of Directors at their meeting held on 30th August, 2025, recommended issue of bonus shares in proportion of (400:1), -400- (Four Hundred) share for every -1- (One) existing equity shares held by the members on a (Record Date) to be decided by the Board of Directors, by capitalizing sum not exceeding Rs. 4,00,00,000/- (Rupees Four Crore only) out of Free Reserves and security premium account of the Company.

Pursuant to the provisions of Articles of Association of the Company and in terms of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, the capitalization of reserves and bonus issue thereof require approval of the members in general meeting by passing special resolution.

Further, it is necessary to authorize the Board of Directors of the Company to complete all the regulatory formalities prescribed under the Companies Act, 2013, in connection with bonus issue.

Accordingly, the resolution seeks the approval of the members for capitalizing the sum out of Free Reserves and issue of bonus shares out of the same on the terms and conditions set out in the resolution.

The Board recommends the resolution for approval of shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution, except to the extent of their shareholding in the Company.

By Order of the Board of Directors
For Vinit Mobile Limited



Vinit Ravi Shankar Jalan
Director
DIN: 08666210

Date: 22nd August, 2025
Place: Surat

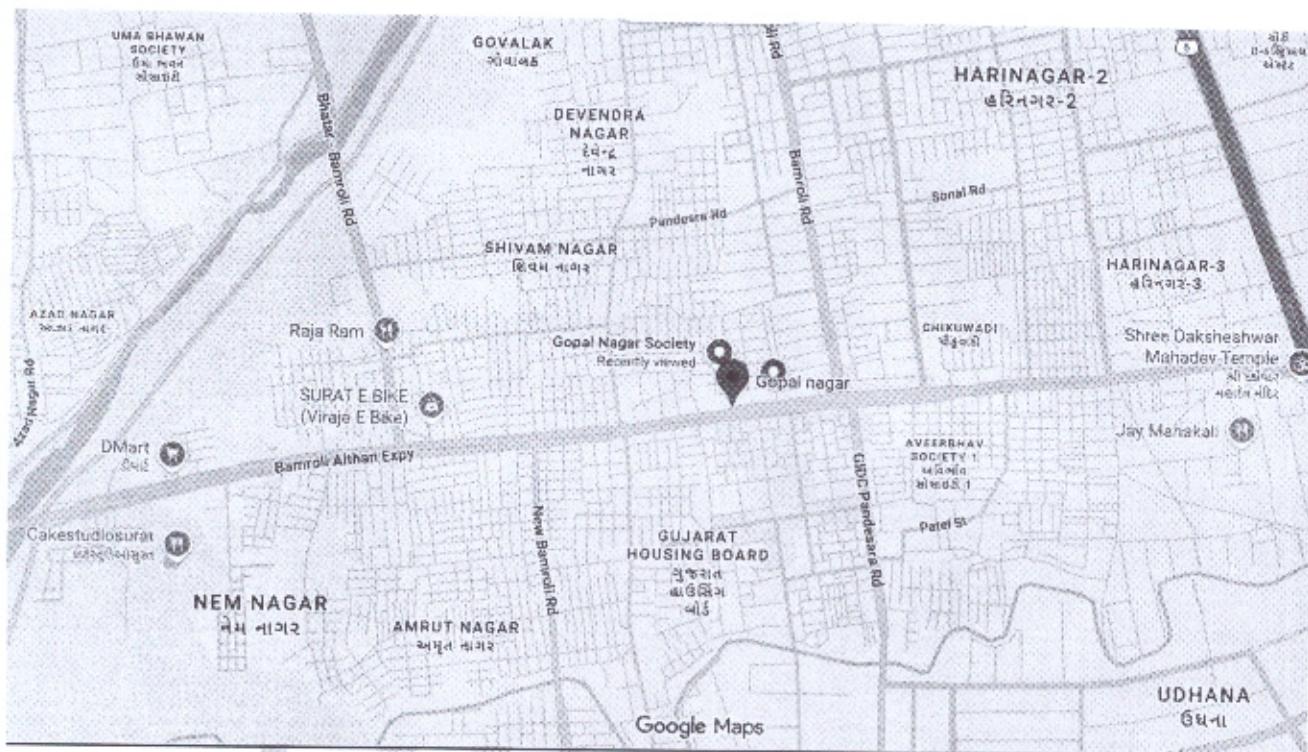


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ROUTE MAP



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