

NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT NINETEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S ONLINE INSTRUMENTS (INDIA) PRIVATE LIMITED ("COMPANY") IS SCHEDULE TO BE HELD ON MONDAY 29<sup>TH</sup> DAY OF SEPTEMBER 2025 AT 11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT #741, SRI KRISHNA TEMPLE ROAD 1<sup>ST</sup> STAGE INDIRANAGAR, BANGALORE, KARNATAKA 560038 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO.1

TO ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2025

The members to consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

- a) "RESOLVED THAT the Standalone financial statements, comprising of the audited Balance Sheet as on 31<sup>st</sup> March 2025, Standalone Profit and Loss account and Cash Flow Statement and notes to the accounts thereon for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon as presented to the meeting be and the same are hereby approved and adopted."
- b) "RESOLVED THAT the Consolidated financial statements, comprising of the audited Balance Sheet as on 31<sup>st</sup> March 2025, consolidated Profit and Loss account and Cash Flow Statement and notes to the accounts thereon for the year ended on that date, together with the Auditors' Report thereon as presented to the meeting be and the same are hereby approved and adopted."

For and on behalf of the Board of Directors  
Online Instruments (India) Private Limited

  
Shivanand Mallappa Mahashetti  
Managing Director  
DIN: 01180544



Dated: 26<sup>th</sup> September 2025  
Place: Bengaluru

**NOTES:**

1. An Explanatory Statement under Section 102 of the Companies Act, 2013 ("Act") relating to special item is not required.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
3. Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
4. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act 2013, will be available for inspection by the members at the Annual General Meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 days of notice in writing is given to the Company.
6. Members/Proxies are requested to bring their Attendance Slip to attend the meeting.

**Form No. MGT-1  
Register of Members**

[Pursuant to section 88 (1)(a) of the Companies Act, 2013 and rule 3(1) of the Companies  
(Management and Administration) Rules, 2014]

CIN: U51909KA2006PTC038521

Name of Company: Online Instruments (India) Private Limited

Registered office #741, Sri Krishna Temple Road Ist Stage Indiranagar,  
Bangalore, Karnataka, India, 560038

Name of Member: Registered address E-mail Id Folio No./Client Id DPID
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I/We are being the member of..... shares, hereby appoint

1. Name: .....  
Address: .....  
E-mail Id: .....  
Signature..... or failing him
  
2. Name:.....  
Address:.....  
E-mail Id:.....  
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of members of the Company, to be held on **Monday, 29<sup>th</sup> September 2025 at 11:00 am (IST)** at the registered office of the Company situated at #741, Sri Krishna Temple Road Ist Stage Indiranagar, Bangalore, Karnataka, India, 560038 and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this.....day of.....2025

Signature of Shareholder.....

Affix Revenue stamp

Signature of Proxy holder.....

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

**Online Instruments (India) Pvt Ltd**  
**CIN: U51909KA2006PTC038521**  
**#741, Sri Krishna Temple Road Ist Stage Indiranagar, Bangalore,**  
**Karnataka, India, 560038**

Attendance Slip

**Nineteenth Annual General Meeting, Monday, 29<sup>th</sup> September 2025 at 11:00 AM (IST)**

Name of attending member .....

Regd. Folio No./DP ID/Client ID .....

No. of shares held.....

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Nineteenth Annual General Meeting of the Company on **Monday, 29<sup>th</sup> September 2025 at 11:00 AM (IST)** at registered office of the Company at #741, Sri Krishna Temple Road Ist Stage Indiranagar, Bangalore, Karnataka, India 560038.

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Member's/Proxy's name in Block Letters

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Member's/Proxy's Signature

Note:

Please fill this attendance slip and hand it over at the entrance of the hall.

## BOARD OF DIRECTORS' REPORT

To,  
Members of,  
**Online Instruments (India) Private Limited**

The Directors have the pleasure in presenting the **Nineteenth** Annual Report of M/s Online Instruments (India) Private Limited ("the Company") for the financial year ended **31<sup>st</sup> March 2025**.

### 1. Financial Highlights

Particulars	(Amount in INR Millions)			
	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Revenue from Operations	5,237.15	3,525.09	5,474.30	3,790.62
Other Income	25.87	12.38	26.05	12.38
<b>Total Revenue</b>	<b>5,263.02</b>	<b>3,537.47</b>	<b>5,500.35</b>	<b>3,803.00</b>
Earnings before Finance Costs, Depreciation and Taxation	562.10	328.58	579.18	346.59
Less: Finance Costs	25.44	12.92	25.51	12.92
Less: Depreciation and amortization expenses	66.59	29.11	67.48	29.10
Exceptional items	0	0	0	0
<b>Profit Before Tax</b>	<b>470.07</b>	<b>286.55</b>	<b>486.19</b>	<b>304.57</b>
Less: Tax expense	131.19	73.56	132.92	73.94
Less: Comprehensive loss	3.99	3.61	1.97	1.19
<b>Profit for the year after tax and comprehensive income</b>	<b>334.89</b>	<b>209.38</b>	<b>351.30</b>	<b>229.44</b>

### 2. Results of operations and the state of the Company's affairs

Our total income as per the standalone financial statements increased by **INR 1,725.55 million** in the financial year ended 31<sup>st</sup> March 2025 as compared to the previous financial year by **INR 384.58 million**. This is primarily driven by an increase in our revenue from operations, which increased to **INR 1,712.06 million** as of the financial year ended 31<sup>st</sup> March 2025 as compared to the previous financial year, was an **INR 392.44 million**.

Earnings before Finances Costs, Depreciation, Amortization and Tax (EBITDA) stood at **INR 562.10 million** are increased by 71% as compared with the previous year. Profits after Tax and comprehensive income stood at **INR 334.89 million** ahead of 60% as compared with the previous year.

Our total income as per the consolidated financial statements increased to **INR 5,500.35 million** in the financial year ended 31<sup>st</sup> March 2025 as compared to the previous financial year of **INR 3,803.00 million**. This is primarily driven by an increase in our revenue from operations, which increased to **INR 5,474.30 million** in financial year ended 31<sup>st</sup> March 2025 as compared to the previous financial year which was **INR 3,790.62 million**.

Earnings before Finance Costs, Depreciation, Amortization and Tax (EBITDA) on consolidated basis at **INR 579.18 million** are increased by **67.11%** as compared with the previous year. Total Profit after tax and comprehensive income stood at **INR 351.30 million**, ahead of **53.11%** as compared with the previous year.

Our continued focus on customer-centric strategies and market diversification remains a key driver of our ability to seize growth opportunities across both domestic and international markets. During the current year, the Company has partnered with new clients across India and abroad to further strengthening our market presence.

### 3. Dividend

During the year, the Company has not declared and paid any dividends during the financial year ended 31<sup>st</sup> March 2025.

### 4. Details of material changes from the end of the financial year

The Company has neither changed its line of business activity nor has it expanded the area of activities. Therefore, there is no change in the nature of business for the year.

### 5. Business operations and performance of the Company and its major subsidiaries

During the year, the Company has successfully established India's first CKD-level Interactive Flat Panel Display (IFPD) manufacturing facility, spanning 150,000 sq. ft. The plant is equipped with a 0.6 MW solar power installation, supporting sustainable operations. The facility boasts a daily production capacity of 300 IFPDs, marking a significant milestone in domestic electronics manufacturing.

As part of its strategic expansion into international markets, the Company has also incorporated a step-down subsidiary on 25<sup>th</sup> March 2025, in the jurisdiction of Malaysia, with the name of Online Instruments (Malaysia) SDN. BHD. This subsidiary was formed through its Wholly Owned Subsidiary, namely, Online Instruments Singapore Pte Ltd., further strengthening the Company's global footprint.

#### Performance of Subsidiary

*Online Instruments DWC LLC*: During the year ended 31<sup>st</sup> March 2025, revenue of the subsidiary reported is AED 10,313,817.00 as compared to previous year AED

64,32,297.00. Further the Profit after tax during the year ended is 31<sup>st</sup> March 2025 is AED 8,13,190.00 as compared to the previous year AED 6,19,022.00.

**Online Instruments (Singapore) Pte Ltd:** During the year ended 31<sup>st</sup> March 2025, revenue of the subsidiary reported is USD 6,90,753.00 as compared to the previous year is USD 14,91,676.00. Further the company reported loss of USD 40,020.00 for year ended 31<sup>st</sup> March 2025 as compared to the previous year, the profit after tax stood was USD 36,582.00.

**Online Instruments INC USA:** During the year under review the Company was unable to start its operation and looking for potential business opportunities.

## 6. Share Capital

During the year under review the Company has increased its Authorized Shares Capital as detailed below. However, there is no change in the paid-up share capital.

sl. no.	Share Capital	Amount of Capital (INR)
1	<b><u>Authorized Shares Capital:</u></b>	
	<b>Opening:</b> Authorized share capital 499,000 Equity Shares of Rs.100/- each.	4,99,00,000/-
	<b>Addition during the year:</b> During the year the authorized capital increased by 10,01,000 Equity shares of Rs.100/- each.	10,01,00,000/-
	<b>Closing:</b> Authorized share capital 15,00,000 Equity Shares of Rs.100/- each	15,00,00,000/-
2.	<b><u>Issued, subscribed and paid-up capital</u></b>	
	<b>Opening:</b> 495,000 Equity Shares of Rs.100/- each	4,95,00,000/-
	<b>Addition during the year:</b> None	Nil
	<b>Closing:</b> 495,000 Equity Shares of Rs.100/- each	4,95,00,000/-

## 7. Consolidated Financial Statements

The Consolidated Financial Statements prepared by the Company in accordance with the provisions of Section 129(3) of the Companies Act, 2013 read with Ind AS 110 Consolidated Financial Statements, forms part of this report. The Auditors Report on the Consolidated Financial Statements is also form part of the Annual Report.

## 8. Details of Subsidiary, Joint Ventures and Associate Companies

- (a) As of 31<sup>st</sup> March 2025, the Company has following subsidiary, joint venture and associate companies:

Name of Subsidiary/Joint Venture/Associate	Subsidiary/Joint Venture/Associate	% of shareholding
Online Instruments DWC-LLC	Wholly owned Subsidiary	100%
Online Instruments Singapore Pte Ltd.	Wholly Owned Subsidiary	100%
Online Instruments INC	Wholly Owned Subsidiary	100%
Online Instruments (Malaysia) SDN. BHD.*	Wholly Owned Subsidiary of Online Instruments Singapore Pte Ltd.	100%

A separate statement containing the salient features of the financial statement of the subsidiaries in the prescribed format Form AOC-1 is attached as **Annexure A**.

## 9. Compliance with Secretarial Standards

The Company has followed the applicable Secretarial Standards with respect to Meetings of the Board of Directors (SS-I) and General Meetings (SS-II) issued by the Institute of Company Secretaries of India.

## 10. Directors' Responsibility Statement

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

- that in the preparation of the annual accounts for the year ended 31<sup>st</sup> March 2025, the applicable accounting standards read with requirements set out under Schedule III to the Act have been followed and there are no material departures for the same;
- the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as of 31<sup>st</sup> March 2025 and of the profit of the Company for the year ended on that date;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for

safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (iv) the Directors have prepared the annual accounts on a going concern basis;
- (v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## 11. Contract and Arrangement with Related party transactions

During the year under review:

- a) all contracts/arrangements/transactions entered by the Company with related parties were in the ordinary course of business and on arm's length basis.
- b) during the year the Company has not entered into any contracts/arrangements/transactions with related parties which are not in the ordinary course of business.

Details of contracts/arrangements/transactions with related party which are required to be reported in Form AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 are provided in **Annexure B** to this report.

## 12. Corporate Social Responsibility (CSR)

In terms of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules 2014, the Board of Directors of your Company has constituted a CSR Committee and form a CSR policy. During the year under review the Company has spent INR 36,25,320/- (2% of the average net profit of the immediately preceding three financial years) toward identified and approved CSR activities covered under Schedule VII to the Act through the implementing agency. The Annual Report on CSR activities for the financial year ended 31<sup>st</sup> March 2025 is annexed and marked as **Annexure C** to this report.

## 13. Internal Financial Controls over financial statements

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These

responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### 14. Statement concerning development and implementation of risk management policy of the Company

Considering the size, nature and the complexity of the environment in which the Company is operating, the Board wishes to state that the Company has effective risk management framework to identify and evaluate business risks and opportunities. This framework seeks to minimize adverse impact on the business objectives and enhance the Company's competitive advantage. Wherever risks are identified, the Company will implement necessary mitigation plans.

#### 15. Directors and Key Managerial Personnel

The present directors of the Company are as below:

Sl. no.	Name of the Director	DIN	Designation	Date of Appointment
1	Shivanand Mallappa Mahashetti	01180544	Managing Director	20/02/2006
2	Mahesh Basalingappa Bellad	01180847	Whole time Director	20/02/2006
3	Anitha Mahesh Bellad	01180898	Whole time Director	20/02/2006
4	Rajeshwari Shivanand Mahashetti	01180669	Whole time Director	20/02/2006

During the year under review all the above directors were re-appointed for the further tenure of five (5) years effective from 1<sup>st</sup> October 2024.

There was no change in the management of the Company during the year.

#### Key Managerial Personnel (KMPs)

Section 203 of the Companies Act 2013, with regard to the appointment of Key Managerial Personnel (KMPs), is not applicable to the Company, since the Company is a private limited company. However, the Company has voluntarily appointed the Managing Director and Whole Time Director on its Board.

Further, as the paid-up shares capital of the Company is not more than INR 10 Crores, the requirement for appointment of the Whole time Company Secretary, pursuant to

the provision of Section of the Companies Act, 2013 and Rule 8A of the Companies (Appointment and Remuneration) Rules, 2014 is not applicable.

### **Company's Policy relating to the Appointment of Director, payment of remuneration and discharge of their duties**

Being the private limited company, the requirement of forming Committee and policies thereof as per the provisions of Sections 135, 177 and 178 or any other provisions of the Companies Act, 2013, is not applicable to the Company.

### **16. Statement on Annual performance evaluation**

Being the private limited company, the compliance requirement of annual performance evaluation of the Board of Directors and policy thereon is not applicable to the Company.

### **17. Employee Stock Option Schemes (ESOS)**

The Company has not issued any Employee Stock Options during the financial year ended 31<sup>st</sup> March 2025.

### **18. Auditors and Auditors' Report**

#### **a) Statutory Auditors**

Vishnu Daya & Co LLP, (Firm Registration No.008456S/S200092) were re-appointed as the Statutory Auditors of the Company for a period of five (5) years at the Seventeenth Annual General Meeting held on 29<sup>th</sup> September 2023. As per the amendment to Section 139 of the Companies Act, 2013, the requirement of ratification of appointment of Statutory Auditors in the Annual General Meeting is dispensed with.

The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer. The notes to the financial statements referred in the Auditors' Report are self-explanatory and do not call for any further comments.

#### **b) Cost and Secretarial Auditors**

The requirements for the appointment of Cost Auditor and Secretarial Auditor and the report thereon for the financial year ending 31<sup>st</sup> March 2025 are not applicable to the Company.

### **19. Disclosure**

#### **19.1 Number of Board Meetings**

Ten (10) meetings of the Board of Directors were held during the year. The particulars of the meetings held, and attendance of each Director are detailed are provided hereunder.

All the Board Meetings are conducted as per designed and structured agenda to enable the board to take informed decisions. Adequate notice and agenda are given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda are sent in advance.

#### Particulars of Board Meetings:

Serial number of meetings	Date of Meeting	Attended by			
		Shivanand M Mahashetti	Mahesh B Bellad	Rajeshwari S Mahashetti	Anita M Bellad
1/2024-25	2 <sup>nd</sup> April 2024	Yes	Yes	Yes	Yes
2/2024-25	10 <sup>th</sup> May 2024	Yes	Yes	Yes	Yes
3/2024-25	30 <sup>th</sup> Aug 2024	Yes	Yes	Yes	Yes
4/2024-25	4 <sup>th</sup> Sept 2024	Yes	Yes	Yes	Yes
5/2024-25	18 <sup>th</sup> Sept 2024	Yes	Yes	Yes	Yes
6/2024-25	3 <sup>rd</sup> Dec 2024	Yes	Yes	Yes	Yes
7/2024-25	7 <sup>th</sup> Jan 2025	Yes	Yes	Yes	Yes
8/2024-25	3 <sup>rd</sup> Feb 2025	Yes	Yes	Yes	Yes
9/2024-25	14 <sup>th</sup> Feb 2025	Yes	Yes	Yes	Yes
10/2024-25	3 <sup>rd</sup> Mar 2025	Yes	Yes	Yes	Yes

#### 19.2 CSR Committee Meetings

Two (2) meetings of the CSR committee were held during the year. The particulars of the meetings held, and attendance of each member are detailed and are provided hereunder. All the CSR committee meetings are conducted as per the designed and structured agenda to enable the members to take informed decisions. Adequate notice is given to all members to schedule the committee meetings. Agenda and detailed notes on agenda are sent in advance.

#### Particulars of CSR Committee Meeting:

Serial number of meetings	Date of Meeting	Attended by			
		Shivanand M Mahashetti	Mahesh B Bellad	Rajeshwari S Mahashetti	Anita M Bellad
CSR-1/2024-25	10 <sup>th</sup> May 2024	Yes	Yes	Yes	Yes
CSR-2/2024-25	3 <sup>rd</sup> March 2025	Yes	Yes	Yes	Yes

#### 20. Whistle Blower Policy and Vigil Mechanism

The provisions of the Companies Act 2013 read with the Companies (Meetings of the Board and its Powers) Rules, 2013 with respect to the Whistle Blower Policy and Vigil Mechanism and formation of committees thereon, are not applicable to the Company.

## 21. Prevention of Sexual harassment at workplace

In accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (POSH Act) and the rules made thereunder, the Company has in place a policy which mandates no tolerance against any conduct amounting to sexual harassment of women at workplace.

The Company has constituted Internal Committee (IC) to redress and resolve any complaints arising under the POSH Act. Training/awareness programmes are conducted throughout the year to create sensitivity towards ensuring a respectable workplace.

The Ministry of Corporate Affairs vide its notification dated 14<sup>th</sup> July 2025 has amended the Companies (Accounts) Rules, 2024 as the Companies (Accounts) Second Amendment Rules, 2025 and has introduced the new disclosure requirements on the summary of sexual harassment complaints received and disposed off during the financial year:

In view of the above compliance requirement, the summary of sexual harassment complaints received and disposed off during the financial year ended 31<sup>st</sup> March 2025 are as below:

1. Number of sexual harassment complaints received during the financial year.: Nil
2. Number of complaints disposed off within the year: Nil
3. Number of cases pending for more than 90 days: Nil

## 22. Maternity Benefit Act Compliance

The Ministry of Corporate Affairs, vide its notification dated 14<sup>th</sup> July 2025, has amended the Companies (Accounts) Rules 2024, as the Companies (Accounts) Second Amendment Rules 2025, and has introduced the new disclosure requirements on the compliance of Maternity Benefit Act during the financial year:

In line with the above compliance requirements, the Company is in compliance with the Maternity Benefit Act.

## 23. Particulars of loans, investments, guarantees and securities

Apart from the particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security provided is proposed to be utilised by the recipient are disclosed to the notes of the Standalone Financial Statement.

## 24. Loan from Directors or relative of directors

The Company has not received any loans from the Directors. Hence the disclosure in relation to the loan availed from directors as required under Rule 2(1)(c)(viii) of the Companies (Acceptance of Deposits) Rules 2014 is not applicable to the Company.

**25. Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014**

**i) Conservation of energy**

The steps taken or impact on conservation of energy	The Company uses electric energy for its equipment such as air conditioners, computer terminals, lighting and utilities in the work premises. However, significant measures have been taken to use new technologies and invest to make our infrastructure more energy efficient.
The steps taken by the company for utilizing alternate sources of energy including waste generated	The Company is under discussion about using alternate sources of energy.
Capital investment in energy conservation equipment	The Company has spent INR 2.08 Crore for the installation of 0.6 Mega Watt Solar production (Grid Connected Rooftop Solar Photovoltaic) in its factory.

**ii) Technology Absorption**

The efforts made towards technology absorption.	Company uses latest technology for its day-to-day operations.
The benefits derived like product improvement, cost reduction, product development or import substitution.	While the Company has derived a lot of benefits from the latest technology, the same has not been quantified by the Company. The Company has not imported any technology.
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof.	Nil
The expenditure incurred on research and development	Nil

### iii) Foreign Exchange Earnings and Outgo

During the period under review, the foreign exchange earnings and outgo were as under:

- (i) Foreign Exchange earnings: INR 1,475.55 Lakhs
- (ii) Foreign Exchange outgo: INR 1,476.65 Lakhs

### 26. Extract of Annual Return

The extract of Annual Return is available to the website of the Company <https://www.onlincinstruments.com/>

### 27. Particulars of employees and related disclosures

Being the private limited company, the requirement to the provisions of Section 197(12) of the Companies Act, 2013 read with rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company.

### 28. General

Your directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these matters during the year under review:

- 28.1 Details relating to the deposits covered under Chapter V of the Companies Act, 2013;
- 28.2 The Company has not transferred any amount to the reserved account during the year under review;
- 28.3 There was no revision to the financial statements of any earlier years during the year under review;
- 28.4 There are no material changes and commitments affecting the financial position of the company;
- 28.5 Being the private limited company, the requirement of having an independent director(s) on the board does not arise and consequently the declaration in respect of the same is not required;
- 28.6 No amount was due and outstanding to be credited to the Investor Education and Protection Fund pursuant to Section 125 of the Companies Act, 2013;

- 28.7 No fraud has been reported by the Statutory Auditors of the Company pursuant to Section 143 (12) of the Companies Act;
- 28.8 No significant and material order has been passed by any Regulator, Court or Tribunal impacting the going concern status and Company's operations in future;
- 28.9 No proceedings pending under the Insolvency and Bankruptcy Code, 2016;
- 28.10 No instance of one-time settlement with any bank or financial institution.

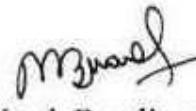
## 29. Acknowledgement

The Board places on record its deep sense of appreciation for the committed services by all the employees of the Company. The Board would also like to express its sincere appreciation for the assistance and co-operation received from the financial institutions, banks, government and regulatory authorities, customers, vendors, and members, during the year under review.

For and on behalf of the Board of Directors  
Online Instruments (India) Private Limited

  
Shivanand Mallappa Mahashetti  
Managing Director  
DIN: 01180544



  
Mahesh Basalingappa Bellad  
Whole time Director  
DIN:01180847



Date: 26<sup>th</sup> September 2025  
Place: Bangalore



Duration of the contracts/arrangements/transactions	60 months	60 months	60 months	60 months	One year	One time	One year	One year	One year	As per HR policy	As per HR policy
d)											
e)	Transaction would come under ordinary courses of business, and the price of the services would be negotiated and arrived at such fair and just price, without any undue favor in any case.	Transaction would come under ordinary courses of business, and the price of the services would be negotiated and arrived at such fair and just price, without any undue favor in any case.	Transaction would come under ordinary courses of business, and the price of the services would be negotiated and arrived at such fair and just price, without any undue favor in any case.	Transaction would come under ordinary courses of business, and the price of the services would be negotiated and arrived at such fair and just price, without any undue favor in any case.	Transaction would come under ordinary courses of business, and the price of the services would be negotiated and arrived at such fair and just price, without any undue favor in any case.	Transaction would come under ordinary courses of business, and the price of the services would be negotiated and arrived at such fair and just price, without any undue favor in any case.	Transaction would come under ordinary courses of business, and the price of the services would be negotiated and arrived at such fair and just price, without any undue favor in any case.	Transaction would come under ordinary courses of business, and the price of the services would be negotiated and arrived at such fair and just price, without any undue favor in any case.	Transaction would come under ordinary courses of business, and the price of the services would be negotiated and arrived at such fair and just price, without any undue favor in any case.	Transaction would come under ordinary courses of business, and the price of the services would be negotiated and arrived at such fair and just price, without any undue favor in any case.	Transaction would come under ordinary courses of business, and the price of the services would be negotiated and arrived at such fair and just price, without any undue favor in any case.

f)	Date(s) of approval by the Board	Since these RPTs are in the ordinary course of business and are at arm's length, approval of the board is not applicable.	Since these RPTs are in the ordinary course of business and are at arm's length, approval of the board is not applicable.	Since these RPTs are in the ordinary course of business and are at arm's length, approval of the board is not applicable.	Since these RPTs are in the ordinary course of business and are at arm's length, approval of the board is not applicable.	Since these RPTs are in the ordinary course of business and are at arm's length, approval of the board is not applicable.	Since these RPTs are in the ordinary course of business and are at arm's length, approval of the board is not applicable.	Since these RPTs are in the ordinary course of business and are at arm's length, approval of the board is not applicable.	Since these RPTs are in the ordinary course of business and are at arm's length, approval of the board is not applicable.	Since these RPTs are in the ordinary course of business and are at arm's length, approval of the board is not applicable.
g)	Amount paid as advances, if any	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h)	Date on which the special resolution was passed in general meeting as required under proviso to section 188	NA	NA	NA	NA	NA	NA	NA	NA	NA

For and on behalf of the Board of Directors  
Online Instruments (India) Private Limited



Shivanand Mallappa Mahashetti  
Managing Director  
DIN: 01180544





Mahesh Basalingappa Bellad  
Whole time Director  
DIN: 01180847

Date: 26<sup>th</sup> September 2025  
Place: Bangalore

### Annual Report on Corporate Social Responsibility (CSR)

#### 1. Brief outline on the CSR Policy of the Company

The Board has formulated a CSR policy providing the activities to be undertaken under the CSR activities and an amount of 2% of the average net profits of the Company made during the immediately preceding three financial years to be spent on CSR during the year.

#### 2. Composition of CSR Committee:

Sl. no.	Name of Director	Nature of membership	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Shivanand Mallappa Mahashetti	Chairman	2	2
2.	Mahesh Basalingappa Bellad	Member	2	2
3.	Rajeshwari Shivanand Mahashetti	Member	2	2
4.	Anita Mahesh Bellad	Member	2	2

- Provide the weblink where the Composition of CSR committee, CSR Policy, and CSR projects approved by the board are disclosed on the website of the Company: **Please refer to the CSR Policy uploaded on website <https://www.onlineinstruments.com/>**
- Provide the executive summary along with the weblink of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules 2014, if applicable (attach the report). - **Not applicable.**
- Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.

Sl. no.	Financial Year	Amount available for set-off from preceding financial years (in INR Million)	Amount required to be set-off for the financial year, if any (in INR Million)
1	2023-24	0.02	0.01
	<b>Total</b>	<b>0.02</b>	<b>0.01</b>

- Average net profit of the company as per section 135(5): **INR 180.58 Million**
- (a) Two percent of average net profit of the company as per section 135(5): **INR 3.61 Million**

- (b) Surplus arising out of the CSR projects or programs or activities of the previous financial years: Nil  
(c) Amount required to be set off for the financial year, if any: INR 0.01 Million  
(d) Total CSR obligation for the financial year (7a+7b-7c): INR 3.60 Million

8. (a) Amount spent on CSR projects (both ongoing and other than ongoing project):  
**INR 3.60 Million**  
(b) Amount spent on administrative overheads: Nil  
(c) Amount spent on impact assessment, if applicable: Nil  
(d) Total amount spent [(a)+(b) +(c)]: **INR 3.60 Million**

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

Total Amount Spent for the Financial Year (in INR) Million	Amount Unspent (in INR)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per the second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount (in Million)	Date of transfer
3.60	NIL		NIL		

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. no.	Project ID.	Name of the Project.	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in INR)	Amount spent on the project in the Reporting Financial Year (in INR) Million	Cumulative amount spent at the end of Reporting Financial Year (in INR) Million	Status of the project - Completed/ Ongoing
1					NIL			
	<b>Total</b>							

- Details of CSR amount spent against other than ongoing projects for the financial year:

Sl. no.	CSR project or activity identified	Sector in which the Project is covered	Projects or Programs Local area or other Specify the state and district where projects or programs were undertaken	Amount outlay (budget) project or program-wise INR	Amount spent on the projects or programs Sub-heads: Direct expenditure on projects or programs Overheads INR Million	Cumulative expenditure up to the reporting period INR Million	Amount spent: Direct or through implementing agency*
1.	Promoting Education	Educational Institutional	State-Karnataka, District-Belgaum	Nil	3.60	3.60	Through implementing agency name:

							SHRI B G BELLAD EDUCATION AND SOCIAL WELFARE SOCIETY KABBUR
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**Details of unspent amount of CSR for the preceding three financial years:**

**10.** In case of creation or acquisition of capital assets, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): - **Not applicable.**

- (a) Date of creation or acquisition of the capital asset(s).
- (b) Amount of CSR is spent on the creation or acquisition of capital assets.
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).


**11.** Specify the reasons, if the company has failed to spend two percent of the average net profit as per section 135(5).

The Company was required to spend **INR 3.6 Million** in terms of the provisions of section 135 of the Act, and the Company has spent similar amount on its CSR activities.

**For and on behalf of the Board of Directors  
Online Instruments (India) Private Limited**

  
**Shivanand Mallappa Mahashetti**  
Managing Director  
DIN: 01180544



  
**Mahesh Basalingappa Bellad**  
Whole time Director  
DIN: 01180847

Date: 26<sup>th</sup> September 2025  
Place: Bangalore

## Form AOC - 1

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

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


## Part "A": Subsidiaries

(Amount in INR Million)

Sl. no.	Name of the Subsidiary	Online Instruments DWC-LLC	Online Instruments Singapore Pte Ltd	Online Instruments INC
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	April to March (01.04.2024 to 31.03.2025)	April to March (01.04.2024 to 31.03.2025)	April to March (01.04.2024 to 31.03.2025)
2	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	AED exchange rate as on 31.03.2025 is INR 23.26	USD exchange rate as on 31.03.2025 is INR 85.43	USD exchange rate as on 31.03.2025 is INR 85.43
3	Share capital (in Rs.)	6.98	20.93	0.04
4	Reserves & surplus (in Rs.)	41.72	8.65	0
5	Total assets (in Rs.)	191.32	39.15	0
6	Total Liabilities (in Rs.)	191.32	39.15	0
7	Investments (in Rs.)	0	0	0
8	Turnover (in Rs.)	239.90	59.01	0
9	Profit/(loss) before taxation (in Rs.)	19.92	-4.13	0
10	Provision for taxation (in Rs.)	1.01	0.71	0
11	Profit/(loss) after taxation (in Rs.)	18.91	-3.42	0
12	Proposed Dividend (in Rs.)	-	-	-
13	% of shareholding	100%	100%	100%

- Names of subsidiaries which are yet to commence operations: Nil
- Names of subsidiaries which have been liquidated or sold during the year: Nil
- ONLINE INSTRUMENTS (MALAYSIA) SDN. BHD is a Fellow subsidiary incorporated on 25<sup>th</sup> March 2025, is yet to commence operations.

For and on behalf of the Board of Directors  
Online Instruments (India) Private Limited

  
Shivanand Mallappa Mahashetti  
Managing Director  
DIN: 01180544

Date: 26<sup>th</sup> September 2025





Mahesh Basalingappa Bellad  
Whole time Director  
DIN: 01180847

Place: Bangalore.