

KILBURN

OFFICE AUTOMATION LIMITED

ANNUAL

REPORT

2024-25



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BOARD OF DIRECTORS

Mr. Yogesh Ramniwas Mandhani (DIN: 01691583) – Non-Executive Director
Mr. Dipesh Nandkishorji Mandhani (DIN: 06753263) – Non-Executive Director
Mr. Gaurav Kasat (DIN: 08486191) – Whole-Time Director & CFO
Ms. Neha Punit Agrawal (DIN: 02331456) – Independent Director
Ms. Pratiksha Santosh Rathi (DIN: 10849501) – Independent Director

KEY MANAGERIAL PERSONNEL

Ms. Mitali Rajendra Mittal, Company Secretary
Mr. Gaurav Kasat, Whole-Time Director & CFO

STATUTORY AUDITORS

M/s. Vinod Kumar Jain & Co.,
Chartered Accountants, (FRN: 111513W)

SECRETARIAL AUDITORS

Prakul & Kunwarpreet LLP
Practicing Company Secretaries (FRN: L2021DE010500)

INTERNAL AUDITORS

N J N & Associates,
Chartered Accountants (FRN: 161930W)

REGISTERED OFFICE

Vasundhara Building, 2nd Floor Space No. 5 And 6, 2/7,
Sarat Bose Road, Kolkata, West Bengal – 700017

REGISTRAR & SHARE TRANSFER AGENTS

MAHESHWARI DATAMATICS PRIVATE LIMITED
Regd. Off.: 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001
Phone: 2248-2248, 2243-5029, 2231-6839
Email: mdpldc@yahoo.com
Website: www.mdpl.in
CIN: U20221WB1982PTC034886

From the Chairman's Desk

Dear Members,

It is with a sense of responsibility and commitment that I address you as the Chairman of Kilburn Office Automation Limited. The Company has undergone a period of transition, and the Board is focused on strengthening governance, ensuring compliance, and stabilizing core operations.

Our immediate priority is to uphold the highest standards of corporate governance and statutory compliance across all functions of the Company. We are also placing focused efforts on completing the procedural requirements for obtaining trading approval at the earliest possible time in accordance with applicable laws and regulations.

Alongside these efforts, the Board is engaged in carrying out a structured review of internal processes, policies, and control systems to ensure that the Company is aligned with sound governance practices and long-term value creation.

We remain committed to transparency, accountability, and prudent decision-making as we work towards rebuilding confidence among all stakeholders. While the environment continues to evolve, we believe that disciplined management and adherence to statutory standards will support the Company's progress in the right direction.

On behalf of the Board, I thank all our Members for their continued support.

Warm regards,

Sd/-

Mr. Yogesh Ramniwas Mandhani

Non-Executive Director (DIN: 01691583)

Note to Members

Dear Members,

The Company had initiated a Corporate Insolvency Resolution Process (“CIRP”) under Section 10 of the Insolvency and Bankruptcy Code, 2016 (“Code”), and pursuant to the admission order dated 02 November 2022 passed by the Hon’ble National Company Law Tribunal (“NCLT”), Kolkata Bench. Mr. Kamal Nayan Jain (IBBI/IPA/P00029/2016-17/10065) was appointed as the Interim Resolution Professional (“IRP”) and was subsequently confirmed as the Resolution Professional (“RP”) by the Committee of Creditors.

During the CIRP period, the powers of the Board of Directors remained suspended, and the IRP/RP managed the affairs of the Company in accordance with the provisions of the Code.

After completion of the CIRP, Candid Resources Limited was approved as the Successful Resolution Applicant by the Committee of Creditors with 100% voting share. The Resolution Plan was thereafter approved by the Hon’ble NCLT, Kolkata Bench, vide its detailed order dated 26 February 2024 (“Approval Order”).

In terms of the Approval Order and pursuant to Section 31 of the Code, the approved Resolution Plan has become binding on the Company, its members, employees, creditors, governmental authorities and all other stakeholders. The moratorium under Section 14 has ceased, and control of the Company stands vested with the Resolution Applicant in accordance with the Plan.

Following the approval of the Resolution Plan, the Board of Directors has been reconstituted as per the provisions of the Plan. The Company is now focused on strengthening internal controls, and ensuring a smooth transition in accordance with applicable laws and regulatory requirements.

On behalf of the Board, I thank all Members for their continued support and understanding as the Company transitions into a new phase under the approved Resolution Plan.

Warm regards,

Sd/-

Mr. Yogesh Ramniwas Mandhani

Non-Executive Director (DIN: 01691583)

Management Discussion & Analysis

Industry Structure and Developments

The Corporate Insolvency Resolution Process ("CIRP") of the Company was admitted by the Hon'ble National Company Law Tribunal, Kolkata Bench, vide order dated 02 November 2022 under Section 10 of the Insolvency and Bankruptcy Code, 2016 ("IBC"). During the entire CIRP period, the affairs of the Company were managed by the Interim Resolution Professional/Resolution Professional, and the powers of the Board of Directors remained suspended.

Following the completion of the CIRP, the Resolution Plan submitted by Candid Resources Limited was approved by the Hon'ble NCLT on 26 February 2024. Pursuant to such approval, the new management has taken charge as per the terms of the approved Resolution Plan.

As on the date of this Report, the Company has not carried out any business operations for several preceding financial years. The new management is in the process of assessing the condition of the Company, evaluating compliance status, and reviewing available options for revival. No decision has yet been taken in respect of the future business model, business verticals, or operational direction of the Company.

In view of the above, it is currently not practicable or appropriate to comment on industry structure and developments insofar as they relate to the Company.

Opportunities and Threats

Since the Company has remained non-operational, and the new management is still evaluating potential avenues for revival, it would be premature to comment on opportunities or threats pertaining to any specific industry or line of business.

A detailed assessment shall be undertaken after the Board finalizes the business direction and operational roadmap.

Segment-Wise or Product-Wise Performance

The Company has no operational segments and did not undertake any business activity during the financial year under review. Accordingly, segment-wise or product-wise performance does not arise.

Outlook

Given that the Company is at a transition stage following the conclusion of the CIRP, an informed outlook can only be provided once the Board takes strategic decisions regarding the future business activities, operational structure, and revival plan.

A comprehensive outlook shall be presented in the next Annual Report.

Risks and Concerns

As on the date of this Report, the primary risks relate to absence of operational activity, pending regulatory compliances and procedural formalities following CIRP,

requirement to restore corporate processes, internal controls, and statutory compliance mechanisms.

The Board is committed to strengthening governance and ensuring full compliance with all applicable laws.

Internal Control Systems and Their Adequacy

The Company has internal control systems commensurate with its size and the nature of its current operations. Although the Company did not have active business operations during the year under review, the internal controls relating to financial reporting, compliance processes, and statutory obligations remained in place and were found to be adequate.

The new management is additionally reviewing the existing framework and will strengthen and expand the internal control systems as and when business operations are revived, ensuring continued reliability, transparency, and regulatory compliance.

Discussion on Financial Performance with Respect to Operational Performance

As there were no operations during the year, financial performance is limited to statutory expenses, CIRP-related accounting treatments (if applicable), and administrative costs. Accordingly, an operational performance discussion is not applicable.

Human Resources / Industrial Relations

The Company did not have active operations during the financial year under review. No major developments took place on the Human Resources or Industrial Relations front.

Key Financial Ratios

In terms of SEBI LODR requirements, key financial ratios are typically disclosed where operations exist. Since the Company had no revenue, no operations, and no active business cycle, most ratios such as Debtors Turnover, Inventory Turnover, Interest Coverage Ratio, Operating Profit Margin, Net Profit Margin etc., are not meaningful for the year under review.

Any material variations in applicable ratios, if arising purely due to absence of operations, have limited analytical value and therefore are not comparable year-on-year.

Return on Net Worth

Return on Net Worth is not meaningful for the financial year under review due to the absence of operations and the ongoing transition post-CIRP.

For and on behalf of the Board of Directors

Sd/-

Mr. Yogesh Ramniwas Mandhani
Non-Executive Director (DIN: 01691583)

Date: December 9, 2025

Place: Mumbai

Dear Members,

The New Board has the pleasure in presenting the Board Report of Kilburn Office Automation Limited ("**Company**"), along with the audited financial statements, for the financial year ended March 31, 2025 ("**Period under review**").

Successful Implementation of Resolution Plan

The Resolution Plan has been successfully implemented and all necessary compliances are being taken care under the supervision of the reconstituted Board of Directors of the Company.

Financial Performance

The financial performance of your Company for the financial year ended March 31, 2025, is given below:

(Rs. in Lakh)

Particulars	Standalone	
	2024-25	2023-24
Revenue from Operations	0	0
Other Income	0	1.00
Less: Expenses	(25.90)	(120.21)
EBIDTA	(25.90)	(119.21)
Less: Finance Cost	(0.01)	0.00
Profit/(Loss) before Exceptional Items and Taxes	(25.91)	(119.21)
Exceptional Items	-	-
Profit / (Loss) before Tax	(25.91)	(119.21)
Add: Deferred Tax	6.52	29.80
Profit/(Loss) After Tax	(19.39)	(89.41)
Profit/ (loss) from discontinued operations before tax	-	-
Less: Tax expense on discontinued operations	-	-
Net profit/ (loss) from discontinued operations after tax	-	-
Net profit/ (loss) after tax	(19.39)	(89.41)

Operations

Please refer the section on *Management Discussion and Analysis*.

Dividend

The Board of Directors of the Company have not declared any Dividend for the Financial Year 2024-25.

Particulars of loans, guarantees or investments

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

Transfer to Reserves and Share Capital

No amount is transferred to reserves during the period under review.

Fixed Deposits

There are no fixed deposits as on March 31, 2025.

Changes in the nature of business

The Company did not undergo any change in the nature of its business during the period under review. However, the Board is still in the process of reviewing the existing business model and analysis the revival strategy to revive the Company.

Management's discussion and analysis

In terms of the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Management's discussion and analysis is separately set out in this Annual Report.

Board of Directors and Key Managerial Personnel

As on March 31, 2025, the Board of Directors of the Company comprised of the following directors:

Name	DIN	Designation
Mr. Yogesh Ramniwas Mandhani	01691583	Non-Executive Director
Mr. Dipesh Nandkishorji Mandhani	06753263	Non-Executive Director
Mr. Gaurav Kasat	08486191	Whole-Time Director & CFO
Ms. Neha Punit Agrawal	02331456	Independent Director
Ms. Pratiksha Santosh Rathi	10849501	Independent Director

Appointments

All the aforementioned Directors were appointed during the Financial Year 2024-25 as part of the reconstitution of the Board of Directors as per the terms of the Approved Resolution Plan.

Resignations

There were no resignations during the period under review.

Nomination and Remuneration Policy

An excerpt of the Nomination and Remuneration Policy of the Company is annexed along with the Corporate Governance Report of the Company.

The Board had carried out an annual evaluation of itself, its Committees, Independent Directors and its Directors in accordance with the criteria specified by the Nomination and Remuneration Committee.

Declaration by Independent Directors

The Board received declaration of Independence by the Independent Directors as provided in Section 149(6) of The Companies Act, 2013 (the Act) and Regulation 16(1)(b) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

Meetings of the Board

During the period under review the following board meetings were held:

S.No.	Date of Board Meeting
1.	July 8, 2024
2.	October 9, 2024
3.	December 5, 2024
4.	January 2, 2025
5.	February 14, 2025

Directors' Responsibility Statement

In accordance with Section 134(5) of the Companies Act, 2013, the Board hereby confirms that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed and that there is no material departure;
- The accounting policies selected and applied ought to be consistently and judgments made 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 loss of the Company for the financial year;
- Proper and sufficient care for maintenance of adequate accounting records as provided in the Companies Act, 2013, ought to have been taken for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- The annual accounts of the Company have been prepared on a "going concern" basis;
- Internal financial controls ought to have been followed by the Company and that such controls ought to be adequate and operated effectively; and
- Proper systems to ensure compliance with the provisions of all applicable laws ought to have been in place and that such systems were adequate and operating effectively.

Secretarial standards

The Company is in compliance with all the applicable provisions of Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government.

Listing on stock exchanges

The Company's shares are listed on BSE Limited.

Auditors and Auditors' Reports

Statutory auditor

M/s. Rakesh Sethia & Co., Chartered Accountants (FRN: 327065E), who held the office of Statutory Auditor, resigned with effect from the closing of business hours of 02nd December, 2024. Pursuant to Section 139 of the Companies Act, 2013, the Board of Directors approved and recommended to the Shareholders the appointment of M/s. Vinod Kumar Jain & Co., Chartered Accountants (Firm Registration No. 111513W), to fill the casual vacancy who are appointed with effect from January 3, 2025, to carry out the statutory audit for the financial year ending March 31, 2025, and shall hold office until the conclusion of the ensuing Annual General Meeting.

Particulars of contracts or arrangements made with related parties

Refer Note 18 of the audited financial statements of the company for the financial year 2024-25. There are no transactions which needs reporting in Form AOC-2.

Secretarial auditor

The Board had appointed Prakul & Kunwarpreet LLP, Practicing Company Secretaries (Firm Registration No.: L2021DE010500), to conduct Secretarial Audit of the Company for the financial year 2024-25. The Secretarial Audit Report is annexed to this report as **Annexure-3**.

Cost Auditor

The Company is not required to maintain cost records as required under Section 148(1) of the Companies Act, 2013.

Corporate Governance

The report on Corporate Governance together with the Compliance Certificate is attached and forms part of this Annual Report.

Adequacy of internal financial controls

The Company has internal financial control systems commensurate with its size and the nature of its current operations. Although the Company did not have active business operations during the year under review, the internal controls relating to financial reporting, compliance processes, and statutory obligations remained in place and were found to be adequate.

The new management is additionally reviewing the existing framework and will strengthen and expand the internal control systems as and when business operations are revived, ensuring continued reliability, transparency, and regulatory compliance.

Investor Education and Protection Fund (IEPF)

During the period under review the Company was not required to transfer any amount towards the fund.

Statutory Committees

The Corporate Governance Report may be referred for details on Statutory Committees.

Statutory Policies

The Company has in place the statutory policies in compliance of the various provisions of the Companies Act, 2013, Listing Regulations and other applicable laws.

Significant/ Material Orders passed by Regulators

There are no such orders passed.

Particulars of employees

Information required under Section 197(12) of the Companies Act, 2013, read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is annexed with this Annual Report as **Annexure-4**.

Conservation of Energy, Research & Development, Technology Absorption and Foreign Exchange Earnings and Outgo

During the year under review, the Company had no operational activities. Accordingly, the disclosures relating to conservation of energy, technology absorption, research and development, and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013, are not applicable to the Company.

Corporate Social Responsibility (CSR)

As per the criteria mentioned in Sub-Section (1) of Section 135 of Companies Act, 2013, the Company is not required to constitute CSR committee. Also, provisions relating to formulation of CSR (Corporate Social Responsibility) Policy are not applicable to the Company.

Business Responsibility and Sustainability Report (BRSR)

In accordance with Regulation 34(2)(f) of the Listing Regulations, only top one thousand listed entities based on market capitalization are mandated to prepare BRSR and accordingly, the same is not applicable to the Company.

For and on behalf of the Board of Directors

Sd/-

Mr. Yogesh Ramniwas Mandhani

Non-Executive Director (DIN: 01691583)

Date: December 9, 2025

Place: Mumbai

Annexure-1

Form No. AOC-1

**STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF
SUBSIDIARIES/ASSOCIATE COMPANIES/JOINT VENTURES (PURSUANT TO FIRST PROVISIO TO SUB-SECTION
(3) OF SECTION 129 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014)**

Not Applicable to the Company

Annexure-2

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 PROVISIO THERETO**

Not Applicable to the Company

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Annexure-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Kilburn Office Automation Limited
L27106WB1980PLC033140
Vasundhara Building, 2nd Floor Space No.5 And 6, 2/7,
Sarat Bose Road, Kolkata, West Bengal – 700017

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KILBURN OFFICE AUTOMATION LIMITED** having CIN: L27106WB1980PLC033140 (hereinafter called 'the Company') for the financial year ended March 31, 2025. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

The Company had initiated a Corporate Insolvency Resolution Process ("CIRP") under Section 10 of the Insolvency and Bankruptcy Code, 2016 ("Code"), pursuant to the admission order dated 02 November 2022 passed by the Hon'ble National Company Law Tribunal ("NCLT"), Kolkata Bench. Mr. Kamal Nayan Jain (IBBI/IPA/P00029/2016-17/10065) was appointed as the Interim Resolution Professional ("IRP") and was subsequently confirmed as the Resolution Professional ("RP") by the Committee of Creditors. During the CIRP period, the powers of the Board of Directors remained suspended, and the IRP/RP managed the affairs of the Company in accordance with the provisions of the Code.

Candid Resources Limited was approved as the Successful Resolution Applicant by the Committee of Creditors with 100% voting share. The Resolution Plan was thereafter approved by the Hon'ble NCLT, Kolkata Bench, vide its detailed order dated 26 February 2024 ("Approval Order"). Subsequent to the approval of the plan, the Monitoring Agency in their meeting has considered and approved the appointment of reconstituted board with effect from July 8, 2024, and handed over the control over the company to the reconstituted board of the Company.

We have been informed by the Board that certain information including the Minutes of meeting of Monitoring Agency could not be shared with anyone. In view of this, our verification and/or examination of the Board process and compliance, Secretarial Standards as well as related relevant Minutes Books, papers and documents, etc. are restricted for the period between April 1, 2024 to July 8, 2024, and accordingly the report is limited to the period between July 9, 2024 to March 31, 2025 and all the references to the period under review / the audit period shall be accordingly referred to the period between July 9, 2024 to March 31, 2025 wherever applicable herein after in this Secretarial Audit Report.

Based on our verification of the Company's books, papers, minute books, forms and returns filed, and other records maintained by the Company, and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of the secretarial audit, we hereby report that in our opinion, the Company has, during the audit period, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanisms in place, to the extent and in the manner reported hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March 2025 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 ("FEMA") and the Rules and Regulations made thereunder, to the extent of Foreign Direct Investment and Overseas Direct Investment (not applicable to the Company during the audit period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("the SEBI Act"):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (not applicable to the Company during the audit period);

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (not applicable to the Company during the audit period);
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (not applicable to the Company during the audit period);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, in relation to the Companies Act and dealing with clients;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (not applicable to the Company during the audit period);
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (not applicable to the Company during the audit period).
- (vi) The other General Laws applicable to the Company: None – since the company is not having any operations during the financial year under review.

I have also examined compliance with the applicable clauses of:

- Secretarial Standards as issued and notified by the Institute of Company Secretaries of India;
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the amendments made thereunder (“the Listing Regulations”).

During the year under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines and Standards mentioned above.

I further report that:

(a) The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors, Independent Directors and an Independent Woman Director. The changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act and the Listing Regulations.

(b) Adequate notice was given to all the Directors to schedule Board meetings. Agenda and detailed notes on the agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on agenda items before the meeting, and for meaningful participation at the meeting. Wherever shorter notices were sent, the Company ensured adequate compliances as required under the Secretarial Standards.

(c) There are no instances of dissent in the decisions taken by the Board as all the Board decisions were unanimously approved.

(d) During the period between April 1, 2024 to July 8, 2024, during which time the Company was undergoing transition from the Monitoring Agency to the Reconstitution Board of Directors in accordance with the terms of the Approved Resolution Plan, the Company had not undertaken due compliances in accordance with the Listing Regulations.

(e) Certain forms required to be filed with the MCA were filed belatedly. The delays were primarily attributable to activation of the Company’s MCA filing facility and the prolonged approval timeline for Form INC-28, as represented by the Management.

Based on the information received and records maintained, there are adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Prakul & Kunwarpreet LLP,
Company Secretaries**

Prakul Thadi
Partner
Membership No.: A46477
COP:22363
FRN: L2021DE010500
Place: Delhi
Date: May 28, 2025
PRN: 5944/2024
UDIN: F013462G000478432

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

ANNEXURE A TO SECRETARIAL AUDITORS' REPORT

To,
The Members,
Kilburn Office Automation Limited
L27106WB1980PLC033140
Vasundhara Building, 2nd Floor Space No.5 And 6, 2/7,
Sarat Bose Road, Kolkata, West Bengal – 700017

Our Secretarial Review Report of even date, for the financial year ended March 31, 2025, is to be read along with this letter.

Management's Responsibility

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

Auditor's Responsibility

1. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
2. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
3. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of Corporate, Specific and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

Disclaimer

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

For Prakul & Kunwarpreet LLP,
Company Secretaries

Prakul Thadi
Partner
Membership No.: A46477
COP:22363
FRN: L2021DE010500
Place: Delhi
Date: May 28, 2025
PRN: 5944/2024
UDIN: F013462G000478432

Annexure-4

REMUNERATION AND OTHER DETAILS IN TERMS OF SUB-SECTION 12 OF SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

Not Applicable to the Company – as there are no employees on roll in the Company

Annexure-5

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES FOR FY 2022-23

Not Applicable to the Company

Space intentionally left blank

Corporate Governance Report

CORPORATE GOVERNANCE PHILOSOPHY

Kilburn Office Automation Limited (“the Company”) is committed to upholding the principles of good corporate governance, which include integrity, transparency, accountability, and fairness in all its dealings. The Company seeks to maintain systems that promote ethical conduct, compliance with applicable laws, and responsible decision-making across all levels of management.

Following the implementation of the approved Resolution Plan and the constitution of the new Board, the Company continues to strengthen its governance framework with a focus on ensuring transparent disclosures, adherence to statutory requirements, and effective engagement with stakeholders. The Board provides oversight and guidance to the management in matters relating to compliance, internal controls and the orderly transition of the Company in accordance with regulatory expectations.

The Company remains committed to maintaining sound governance practices and will continue to enhance its processes and frameworks as its operations and business activities evolve.

ROLE OF THE BOARD OF DIRECTORS

The primary role of the Board is that of trusteeship – to protect and enhance shareholder value. As trustees, the Board has a fiduciary responsibility to ensure that the Company has clear goals aligned to shareholder value and its growth.

A report on compliance with the principles of Corporate Governance as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) is given below:

BOARD OF DIRECTORS

COMPOSITION

As on 31 March 2025, the Board of Directors of the Company comprised as follows:

Name	DIN	Designation
Mr. Yogesh Ramniwas Mandhani	01691583	Non-Executive Director
Mr. Dipesh Nandkishorji Mandhani	06753263	Non-Executive Director
Mr. Gaurav Kasat	08486191	Whole-Time Director & CFO

Name	DIN	Designation
Ms. Neha Punit Agrawal	02331456	Independent Director
Ms. Pratiksha Santosh Rathi	10849501	Independent Director

However, it may be noted that during the period the Company was under the Corporate Insolvency Resolution Process (CIRP), the requirements relating to the composition of the Board and the applicability of Regulation 17 were not applicable pursuant to Regulation 15(2A) of the Listing Regulations. Accordingly, during the CIRP period, the powers and functions of the Board were exercised by the Resolution Professional, and the Board was not constituted in the manner prescribed under the Listing Regulations.

BOARD MEETINGS

During the financial year, the following board meetings were held:

S.No.	Date of Board Meeting
1.	July 8, 2024
2.	October 9, 2024
3.	December 5, 2024
4.	January 2, 2025
5.	February 14, 2025

DIRECTORS' REMUNERATION

During the Financial Year none of the Directors received any remuneration.

TABLE 1: NAMES OF THE LISTED COMPANIES WHERE THE DIRECTORS OF THE COMPANY ARE DIRECTORS AND THE CATEGORY OF THEIR RESPECTIVE DIRECTORSHIPS:

Sr. No.	Name of the Director of the Company	Name of the listed companies in which the Director of the Company is a Director	Category of Directorship in the listed companies
1.	Mr. Yogesh Ramniwas Mandhani	Nil	N.A.
2.	Mr. Dipesh Nandkishorji Mandhani	Nil	N.A.

Sr. No.	Name of the Director of the Company	Name of the listed companies in which the Director of the Company is a Director	Category of Directorship in the listed companies
3.	Mr. Gaurav Kasat	Nil	N.A.
4.	Ms. Neha Punit Agrawal	Nil	N.A.
5.	Ms. Pratiksha Santosh Rathi	Nil	N.A.

NON-EXECUTIVE DIRECTORS' SHAREHOLDING AND PECUNIARY RELATIONSHIP

As on 31 March 2025, Non-Executive Director shareholding is Nil. The Company has not issued any convertible instrument to any Non-Executive Director. There are no pecuniary relationship or transactions of the non-executive Directors vis-a-vis the listed entity during the period under review.

COMMITTEES OF THE BOARD

Table 2 gives the composition of Board-level Committees in FY 2025.

TABLE 2: COMPOSITION OF BOARD-LEVEL COMMITTEES

Name of the Directors	Category	Audit Committee	Stakeholders Relationship Committee	Nomination and Remuneration Committee
Mr. Yogesh Ramniwas Mandhani	Non-Executive	Member	Member	Member
Mr. Dipesh Nandkishorji Mandhani	Non-Executive	-	-	-
Mr. Gaurav Kasat	Executive	-	-	-
Ms. Neha Punit Agrawal	Independent	Chairperson	Chairperson	Chairperson
Ms. Pratiksha Santosh Rathi	Independent	Member	Member	Member

AUDIT COMMITTEE

The composition of the Committee is provided in Table 2. All members of the Audit Committee have accounting and financial management expertise. The Committee

generally acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to financial information. The Company Secretary acts as the Secretary to the Committee.

The Audit Committee reviews the financial results of the Company for each quarter and for the year, internal audits and internal control systems, applicability and compliance of various laws, legal cases, related party transactions, the appointment and remuneration of statutory auditors, and audit reports. Further, the Committee also oversees the vigil mechanism, as required by the provisions of the Companies Act, 2013. Affirmed that no personnel have been denied access to the Committee.

TERM OF REFERENCE

The Terms of reference and role of the Audit Committee are as per Regulation 18 and Schedule II Part C of the SEBI Listing Regulations and Section 177 of the Act.

NOMINATION AND REMUNERATION COMMITTEE

The composition of the Committee is provided in Table 2. Constituted with a mandate that is in compliance with the requirements of the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations, the Committee has formulated criteria and policy for the identification / appointment of Directors, key managerial personnel and senior management, their remuneration and evaluation.

TERM OF REFERENCE

The terms of reference of the Nomination and Remuneration Committee are as per Regulation 19 and Schedule II of the SEBI Listing Regulations and Section 178 of the Act.

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

The performance of the Independent Directors was evaluated as per the applicable provisions of the SEBI Listing Regulations.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with Section 178 of the Act.

The composition of the Stakeholders Relationship Committee is provided in Table 2.

TERMS OF REFERENCE

The terms of reference of Stakeholders Relationship Committee include satisfactory redressal of investors grievances / complaints; review measures taken for effective exercise of voting rights; review adherence of

service standards by Company and RTA and recommends measures for overall improvement in the quality of investor services.

ATTENDANCE

There is 100% attendance of all the directors and members in the respective meetings of the Board as well as the Committees.

The dates of Committee Meetings are as follows:

S.No.	Audit Committee
1.	January 2, 2025
2.	February 14, 2025

S.No.	Nomination & Remuneration Committee
1.	January 2, 2025

S.No.	Stakeholders' Relationship Committee
1.	January 2, 2025

CODE OF CONDUCT

All the Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct for FY 2024-25.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This is given as a separate chapter in the Annual Report.

DISCLOSURES OF MATERIAL TRANSACTIONS

There were no related party transactions of a materially significant nature in terms of the Listing Regulations that could have a potential conflict with the interests of the Company at large.

ACCOUNTING POLICIES

The Company has adopted accounting treatments which are in conformity with those prescribed by the applicable Accounting Standards.

INSIDER TRADING

In compliance with the SEBI regulations on prevention of insider trading, the Company has a Code of Conduct to regulate, monitor and report trading by Insiders (the 'Code'). The Code lays down guidelines which provide procedures to be followed and disclosures to be made, while dealing in securities of the Company by all persons governed by it.

COMMUNICATION TO SHAREHOLDERS

Full and complete disclosure of information regarding the Company's financial situation and performance is an important part of the Company's Corporate

Governance ethics. The Company sends its Annual Report by email to those shareholders whose e-mail addresses are registered with the Company / their depository participants. However, in case Shareholders wish to receive a physical copy of the Annual Report, the Company is happy to provide the same upon request.

GENERAL MEETINGS

Table 3 gives the details of General Meetings held in the last three years. No Special Resolution was taken up in the previous three AGMs.

TABLE 3: DETAILS OF GENERAL MEETINGS HELD FOR THE LAST THREE FINANCIAL YEARS

FY	Category	Remarks	Date & Time
2021-22	AGM	The Company did not conduct AGMs during this period which is prior to the approval of the Resolution Plan. Subsequent to reconstitution of board of directors of the company, the company preferred a waiver application for non-compliance for convening AGMs which is allowed by the BSE.	NA
2022-23	AGM		NA
2023-24	AGM		NA

POSTAL BALLOT

No resolution through postal ballot was passed during the year under review.

CAPITAL MARKET COMPLIANCE

The Reconstituted Board, having assumed its responsibilities pursuant to approval of Resolution Plan under CIRP, have ensured the compliance of the requirements of the Listing Regulations as well as other applicable regulations and guidelines prescribed by SEBI.

TRANSFER OF SHARES TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to provisions of Section 124(6) of the Companies Act, 2013 ('The Act'), read with relevant Rules, the Company is required to transfer the shares for which dividend has not been paid or claimed for 7 consecutive years or more to IEPF.

There are no such unclaimed dividend lying with the company.

No claim shall lie against the Company in respect of unclaimed dividend amounts and the corresponding shares transferred to IEPF, pursuant to relevant Rules. Shareholders should note that both the unclaimed dividend, if any, and the shares transferred to IEPF can be claimed back by them from IEPF.

5001 to 10000	5	0.12	36700	0.68
10001 to 20000	2	0.05	28620	0.53
50001 to 100000	1	0.02	54500	1.02
Above 100000	1	0.02	5000000	93.77
Grand Total	4000	100.00	5331780	100.00

CFO CERTIFICATION

In accordance with the provisions of Regulation 15(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CFO certification, is enclosed to this Corporate Governance Report.

CERTIFICATE ON CORPORATE GOVERNANCE

The Company has obtained a certificate from Prakul & Kunwarpreet LLP, Company Secretaries, regarding compliance of conditions of Corporate Governance for FY 2024-25, as prescribed by Schedule V of Listing Regulations, which is attached herewith.

GENERAL SHAREHOLDER INFORMATION

ANNUAL GENERAL MEETING

Date: 31 December 2025

Time: 04.00 P.M.

Venue: Virtually through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)

FINANCIAL YEAR

Financial Year (FY) 2024-25 is from 1 April 2024 to 31 March 2025.

BOOK CLOSURE

The dates of book closure are from 24 December 2025 to 31 December 2025, both days inclusive.

LISTING DETAILS

At present, Equity Shares of the Company are listed on the BSE Limited (BSE) in India with BSE Code: 523218. The annual listing fee for the financial year 2024-25 has been paid to the Stock Exchange.

SHARE PRICE AND VOLUMES TRADED

The trading in Company’s share are suspended.

DAILY SHARE PRICE MOVEMENT

The trading in Company’s share are suspended.

DISTRIBUTION OF SHAREHOLDINGS

Notional Value of (Rs.)	No of Holders	% age	Amount (Rs.)	% age
Upto 5000	3991	99.77	211960	3.97

TABLE 7: SHAREHOLDING PATTERN BY OWNERSHIP AS ON 31 MARCH, 2023

Category	No. of Share-holders	% of Share-holders	No. of Shares Held	% of Share-holding
Promoter & Promoter Group	5	0.00	13,21,648	0.10
FIs and FFIs	8	0.01	33,750	0.00
Mutual Funds	6	0.01	13,779	0.00
Central Govt/State Govt.	1	0.00	1,500	0.00
Foreign Portfolio Investors	2	0.00	80,86,000	0.63
Financial Institutions/Banks	26	0.02	17,88,64,892	13.83
Insurance Companies	2	0.00	8,60,90,701	6.66
NBFCs registered with RBI	2	0.00	21,135	0.00
NRIs	1,079	0.92	2,47,12,895	1.91
Bodies Corporate	590	0.50	7,44,60,843	5.76
Individuals and Others	1,15,877	98.54	91,98,48,613	71.12
Total	1,17,598	100.00	1,29,34,55,756	100.00

REGISTRAR AND SHARE TRANSFER AGENT

The Registrar and Share Transfer Agent for the securities, both in physical and electronic form of the Company, is:

MAHESHWARI DATAMATICS PRIVATE LIMITED

Regd. Off.: 23, R. N. Mukherjee Road,

5th Floor, Kolkata – 700 001

Phone: 2248-2248, 2243-5029, 2231-6839

Email: mdpldc@yahoo.com

Website: www.mdpl.in

CIN: U20221WB1982PTC034886

SHARE TRANSFER SYSTEM

There are no share transfers during the Financial Year 2024-25. Systems are in place to ensure share transfers are processed within 15 days from the receipt of complete documents.

DEMATERIALIZATION OF SHARES

Equity Shares of the Company are compulsorily traded in dematerialised form on the Stock Exchanges and are available for holding in the depository systems of National Securities Depository Limited and Central Depository Services (India) Limited, which provides adequate liquidity.

REGISTERED OFFICE

Vasundhara Building,
2nd Floor Space No. 5 And 6, 2/7,
Sarat Bose Road, Kolkata, West Bengal – 700017
Email: kilburncompliance@gmail.com

ADDRESS FOR CORRESPONDENCE

The address for correspondence for share transfer, dematerialisation of shares, payment of dividend and any other related queries of analysts, FIs, institutions, mutual funds and banks is:

Vasundhara Building,
2nd Floor Space No. 5 And 6, 2/7,
Sarat Bose Road, Kolkata, West Bengal – 700017
Email: kilburncompliance@gmail.com

OTHER MANDATORY COMPLIANCES:

A chart or a matrix setting out the skills/expertise/competence of the board of directors specifying the list of core skills / expertise / competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board:

Explanatory Statement to the AGM Notice may be referred.

Confirmation that in the opinion of the board, the independent directors fulfil the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regulations and are independent of the management:

The Board hereby confirms that the independent directors fulfil the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regulations and are independent of the management.

Detailed reasons for the resignation of an independent director who resigns before the expiry of his / her tenure along with a confirmation by such director that there are no other material reasons other than those provided:

No such instance during the period under review.

Means of communication

(a) quarterly results: On the websites of the stock exchanges

(b) newspapers wherein results normally published: Financial Express and Lipi Bengali Daily

(c) any website, where displayed: Website under Development

(d) whether it also displays official news releases: Website under Development

(e) presentations made to institutional investors or to the analysts: On the website of the company as well as on the websites of the stock exchanges

Dividend payment date:

Not Applicable

Commodity price risk or foreign exchange risk and hedging activities:

Information not made available to the New Board.

Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

It is pertinent to note that in accordance with the terms of the Resolution Plan all the penalties, strictures etc. imposed by the stock exchanges due to several non-compliances by the company have been duly waived by the BSE.

Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee:

As per the information made available to the new board, the audit committee oversees the vigil mechanism, as required by the provisions of the Companies Act, 2013 and it is hereby affirmed that no personnel have been denied access to the Committee.

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

All the mandatory requirement are duly complied.

Web link where policy for determining 'material' subsidiaries and on dealing with related party transactions is disclosed

Website under development

Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

Not Applicable

A certificate from a company secretary in practice that none of the directors on the board of the

company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

Enclosed to this report.

Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof.

No such instance

Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

INR 0.55 Lakhs

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

a. number of complaints filed during the financial year: 0

b. number of complaints disposed of during the financial year: 0

c. number of complaints pending as on end of the financial year: 0

The extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted.

Not yet adopted.

EXCERPT OF NOMINATION & REMUNERATION POLICY

The Policy has been formulated in compliance with Section 178 of the Companies Act, 2013 (read with applicable rules thereto) and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations). The Policy provides for appointment / removal / remuneration of Directors, Key Managerial Personnel & Senior Management and Board diversity.

I. APPOINTMENT OF DIRECTOR, KMP AND SENIOR MANAGEMENT

Nomination and Remuneration Committee (NRC) plays an important role in the appointment of Directors, KMPs and Senior Management, review of evaluation processes and senior management's compensation.

NRC shall identify and ascertain the qualification, expertise and experience of the persons being considered for appointment as a Director, KMP or at Senior Management level and recommend the appointment to the Board.

At the time of appointment of an Independent Director, the Committee shall ensure that the appointee shall meet with the requirements of the Companies Act, 2013, Regulation 25 of Listing Regulations and conditions stipulated in the Policy from time to time, for determining independence of a director. Further, the continuity of such Independent Director shall be on the basis of a yearly review process.

II. REMUNERATION OF DIRECTORS, KMP AND OTHER EMPLOYEES

A. Remuneration to Non-Executive Directors (Including Independent Directors)

The remuneration / sitting fee / commission payable to directors shall be in accordance with the statutory provisions of the Companies Act, 2013, and the Rules made thereunder for the time being in force. Review of remuneration of executive directors shall be made by NRC and shall be recommended to the Board for approval, if required. Further, the Board shall apportion the commission amongst the Non-Executive Directors out of available profits in compliance with statutory provisions, on the basis of their involvement and role played for the Company's initiatives and strategic direction. An Independent Director shall not be entitled to any stock option of the Company.

B. CEO and Executive Director

The remuneration of the CEO / Whole-time director / Managing Director (including revisions) are in line with the HR Policy of the Company and recommended by the NRC and approved by the Board in accordance with the applicable statutory provisions of the Companies Act, 2013, and the Rules made thereunder for the time being in force. The remuneration is on the basis of the Company's overall performance, individual's contribution towards Company's performance and trends in the industry in general and comprises a fixed salary, allowances / reimbursements / perquisites, performance incentive.

C. Key Managerial Personnel, Senior Management and other executives

Remuneration comprises fixed salary, allowances / reimbursements / perquisites, performance incentive as per HR policy of the Company and is also subject to NRC / Board approval wherever required statutorily. The remuneration is related to the desired skill set, experience, expertise and long-term relationships.

D. Workmen

Workmen will be paid wages in accordance with the settlement with the recognized union of the workers as per industry practice, as applicable. Where there is no union, workmen wages are as per the industry practice and applicable law. All remuneration components would be in accordance with applicable statutory compliances.

III. LOANS AND ADVANCES TO EMPLOYEES

Any loan and advance are governed by the applicable HR policies, Rules of Procedure for Management and applicable provisions of the Companies Act, 2013, and Rules made thereunder.

IV. DEVIATIONS FROM THIS POLICY

Deviations from the Policy, in extraordinary circumstances, are possible in the interests of the Company if there are specific reasons to do so in an individual case.

V. EXTERNAL ASSISTANCE

NRC may, at its sole discretion, seek advice of external experts / consultants to discharge its duties and responsibilities.

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

The Members of Kilburn Office Automation Limited,

This is to certify that the New Board has affirmed compliance with the 'Code of Conduct for Directors and Senior Management'.

For and on behalf of the Board of Directors

Sd/-

Mr. Yogesh Ramniwas Mandhani

Non-Executive Director (DIN: 01691583)

Date: December 9, 2025

Place: Mumbai

COMPLIANCE CERTIFICATE BY CEO & CFO

CFO CERTIFICATION TO THE BOARD

(Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors,
Kilburn Office Automation Limited

A. The undersigned has reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2025 and that to the best of his knowledge and belief:

- i.** these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii.** these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of the knowledge and belief of the undersigned, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.

C. The undersigned accepts responsibility for establishing and maintaining internal controls for financial reporting and that the undersigned has evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and has disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which the undersigned are aware and the steps the undersigned has taken or proposed to take to rectify these deficiencies.

D. The undersigned has indicated to the auditors and the Audit Committee:

- i.** significant changes in internal control over financial reporting during the year;
- ii.** significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- iii.** instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-

Gaurav Kasat

Whole-time Director & CFO

Date: December 9, 2025

Place: Mumbai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

**The Members,
Kilburn Office Automation Limited
L27106WB1980PLC033140
Vasundhara Building, 2nd Floor Space No.5 And 6, 2/7,
Sarat Bose Road, Kolkata, West Bengal – 700017**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Kilburn Office Automation Limited and having CIN L27106WB1980PLC033140 and having registered office at Vasundhara Building, 2nd Floor Space No.5 And 6, 2/7, Sarat Bose Road, Kolkata, West Bengal – 700017 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, or the Ministry of Corporate Affairs or any such other statutory authority.

Sr. No.	Name of Director	DIN	Designation	Date of Appointment in Company
1	Mr. Yogesh Ramniwas Mandhani	01691583	Non-Executive Director	July 8, 2025
2	Mr. Dipesh Nandkishorji Mandhani	06753263	Non-Executive Director	July 8, 2025
3	Mr. Gaurav Kasat	08486191	Whole-Time Director & CFO	July 8, 2025
4	Ms. Neha Punit Agrawal	02331456	Independent Director	January 2, 2025
5	Ms. Pratiksha Santosh Rathi	10849501	Independent Director	January 2, 2025

Ensuring the eligibility of the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Prakul & Kunwarpreet LLP,
Company Secretaries**

**Prakul Thadi
Partner
Membership No.: A46477
COP:22363
FRN: L2021DE010500
Place: Delhi
Date: December 9, 2025
PRN: 5944/2024
UDIN: F013462G002307908**

CERTIFICATE ON CORPORATE GOVERNANCE

The Members of Kilburn Office Automation Limited,

We have examined the compliance of conditions of Corporate Governance by M/s. Kilburn Office Automation Limited, for the year ended March 31, 2025, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to review of the procedure and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the Listing Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

No Investor grievance(s) are pending for a period exceeding one month against the Company as per the records maintained by the Company.

In our opinion and to the best of my information and according to the explanations given to us, we hereby certify that the Company has complied with conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable.

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

**For Prakul & Kunwarpreet LLP,
Company Secretaries**

Prakul Thadi
Partner
Membership No.: A46477
COP:22363
FRN: L2021DE010500
Place: Delhi
Date: December 9, 2025
PRN: 5944/2024
UDIN: F013462G002307921

INDEPENDENT AUDITOR'S REPORT

To
The Members of
KILBURN OFFICE AUTOMATION LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **KILBURN OFFICE AUTOMATION LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, 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 principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 and Losses, and cash flows for the year ended on that date.

Basis for opinion

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

Emphasis of Matter – Reduction of Paid-Up Share Capital

We draw attention to Note 2.1 of the financial statements, which explains that in accordance with the order of the Hon'ble National Company Law Tribunal ("NCLT") dated 26.02.2024 and as per the resolution of Board of Directors of the Company dated 02.01.2025, in accordance with approved resolution plan and consent of the Board Capital reduction/cancellation of its entire existing equity shareholding has been done. Accordingly, the entire equity share capital of the Promoter and Promoter group stands cancelled and reduced to zero without any payout, the shareholding of the public shares is reduced to 1 share against existing 100 shares held by them on record dated 20.12.2024. As a result total share capital on record date i.e. Dec.,20 2024 which was 67,50,100 equity shares of Rs. 10 each, is reduced by promotor holding of 34,32,296 equity shares as Cancelled, balance share of public holding 33,17,804 equity shares of Rs. 10 each is reduced to 33,178 equity shares of Rs. 10 each. This has resulted in existing share capital of Rs. 6,75,01,000 comprising of 67,50,100 Equity shares of Rs. 10 each reduced to 33,178 (Thirty-three Thousand One Hundred Seventy-Eight) Equity shares of Indian Rupees 10 each amounting to paid up Equity share Capital of Rs. 3,31,780 (Three Lakhs Thirty-One Seven Hundred Eighty Only). Thus after reduction paid up share capital of Rs. 6,75,01,000 is reduced to paid up share capital of Rs. 3,31,780/-. Further, Share Capital reduction amount of Rs. 6,71,69,220/- is adjusted against brought forward losses of the company.

Our opinion is not modified in respect of these matters.

Emphasis of Matter – certain liabilities standing in the books of the Company have been extinguished and creation of Business Re-organisation reserve

We draw attention to Note 2.2. of the financial statements, which describes that pursuant to the order of the Hon'ble National Company Law Tribunal ("NCLT") dated 26.02.2024, the then certain liabilities standing in the books of the Company have been extinguished in the audited financials of year ended 31.03.2024 as directed by the NCLT. The financial statements for the year ended 31.03.2024 were prepared giving effect to the said order. Further,

corresponding Business Re-Organisation Reserve of Rs. 4,95,70,789/- has been created as on 31.03.2024. Our opinion is not modified in respect of this matter.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, are of most significance in our audit of the financial statements of the current period. These matters are 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.

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 accounting principles generally accepted in India, including the Indian Accounting Standards (IND AS) specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended. 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 are 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 skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the 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.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in-

- planning the scope of our audit work and in evaluating the results of our work; and
- to evaluate the effect of any identified misstatements in the financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that are 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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief are necessary for the purpose 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 including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with books of account.
 - d. In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - f. With respect to the matter to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act:
 - g. In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid/provided for managerial remuneration during the year.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 27 to the financial statements.
- i. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- ii. There were no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.
- iii. (A) The management has represented that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(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. Based on reasonable audit procedures adopted by me, nothing has come to our notice that such representation contains any material misstatement.
- (B) The management has also represented to us that to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, no funds (which are material either individually or in aggregate) 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. Based on reasonable audit procedures adopted by me, nothing has come to our notice that such representation contains any material misstatement; and
- iv. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
- v. Based on our examination, which included test checks, the Company has used accounting software for maintain its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

Further, we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For VINOD KUMAR JAIN & CO
Chartered Accountants
FRN 111513W

Sd/-
VINOD KUMAR JAIN
PROPRIETOR M. No. 36373
PLACE: MUMBAI
DATED: 28-05-2025
UDIN: 25036373BMIPQK5550

ANNEXURE "A" OF AUDITOR'S REPORT
to the Independent Auditors' report - 31 March 2025

Annexure "A" referred to in our report to the members' of KILBURN OFFICE AUTOMATION LIMITED on the accounts for the year ended 31st March, 2025. We report that: (Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date).

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) In respect of its Property, Plant and Equipment

a. (A) The Company does not have any Property, Plant and Equipment. Therefore, the provisions of clause (i)(a)(A) of paragraph 3 of the order are not applicable to the company.;

(B) The Company is not having any intangible assets. Therefore, the provisions of clause (i)(a)(B) of paragraph 3 of the order are not applicable to the company.

b. There being no Property, Plant and Equipment as such, the provisions of clause (i)(b) of paragraph 3 of the order are not applicable to the company.

c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company does not own immovable properties. Therefore, the provisions of clause (i)(a)(c) of paragraph 3 of the order is not applicable to the company.

d. The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Therefore, the provisions of Clause (i)(d) of paragraph 3 of the order are not applicable to the Company.

e. 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. Therefore, the provisions of Clause (i)(e) of paragraph 3 of the order are not applicable to the Company;

(ii) In respect of its inventory

a. In our opinion, there being no inventory provisions of Clause (ii)(a) of paragraph 3 of the order are not applicable to the Company.

b. The company has not been sanctioned working capital limits against current assets in excess of five crores rupees, during the year. Therefore, the provisions of Clause (ii)(b) of paragraph 3 of the order are not applicable to the Company.

(iii) During the year the company has not made any investments; and has not provided any guarantee or security; has granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, -

(a) During the year the company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity, if so, Therefore, the provisions of Clause (iii)(a)(A) and (B) and clause (iii)(b), (iii)(c) and (iii)(d) of paragraph 3 of the order are not applicable to the Company;

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

(v) In our opinion and according to the information and explanations given to us, the company has not accepted deposit or amounts which are deemed to be deposits within the meaning of the provisions of sections 73 to 76 or any other relevant provisions of the Co. Act, 2013 and the Companies (Acceptance of Deposits) Rules, framed there under. According to the information and explanations given to us no order has been passed by the Company Law Board, or National Company Law Tribunal or Reserve bank of India or any court or any other tribunal.

(vi) As informed to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013. Therefore, the provisions of clause (vi) of paragraph 3 of the order are not applicable to Company.

(vii) According to information and explanations given to us and records produced in respect of statutory dues:

(a) The Company has generally been regular in depositing with the appropriate authorities undisputed statutory dues including Goods and service tax, Provident Fund, Employees state insurance, Income-tax, sales tax, service tax, duty of customs, duty of appropriate authorities, there were no arrears of outstanding statutory dues as at March 31, 2025 for a period of more than six months from the date they became payable. As informed to us that provisions of Provident Fund and Employees State insurance

do not apply to company. Further, pursuant to the approval off the resolution plan of Hon. National Company Law Tribunal vide its order dated 26.02.2024 all the past statutory dues, whether disputed or undisputed, relating to aforesaid statues stand fully extinguished in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 and are no longer enforceable against the company.

(b) There are no dues in respect of Goods and service tax, Income-tax, sales tax, service tax, duty of customs, duty of appropriate authorities that have not been deposited on account of any dispute. As informed to us that provisions of Provident Fund and Employees State insurance do not apply to company.

(viii) In our opinion and according to the information and explanations given to us, there is no any transaction 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.

(ix) (a) In our opinion and according to the information and explanations given to us, the Company had defaulted in repayment of loan or interest thereon, however, pursuant to the approval off the resolution plan of Hon. National Company Law Tribunal vide its order dated 26.02.2024 all the bank loans or interest thereon stand fully extinguished in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 and are no longer enforceable against the company.

(b) In our opinion and according to the information and explanations given to us, the company has not been a declared willful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, the loans were applied for the purpose for which the loans were obtained.

(d) In our opinion and according to the information and explanations given to us, there are no funds raised on short term basis which have been utilized for long term purpose.

(e) In our opinion and according to the information and explanations 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) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) According to the information and explanations given by the management, the Company has not raised money by way of initial public offer or further public offer (debt instruments) during the year, accordingly paragraph X(a) of the order is not applicable.

(b) In our opinion and according to the information and explanations given to us, the company has made preferential allotment or private placement of 5,00,000 Equity shares of Rs. 10 each during the year and the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.

(xi) (a) We have not noticed any case of fraud by the company or any fraud on the Company by its officers or employees during the year. The management has also not reported any case of fraud during the year.

(b) During the year 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) As auditor, we did not receive any whistle-blower complaint during the year.

(xii) (a) In our opinion and according to the information and explanations given to us, the company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable and clause (b) and clause (c) of Caro paragraph (xii) are not applicable.

(xiii) Accordingly, to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards. Identification of related parties were made and provided by the management of the Company.

(xiv) (a) In our opinion and based on out examination though the company is required to have an internal audit system under section 138 of the Act, it does not have the same the said system during the year.

(b) The Company did not have an internal audit system for the period under audit.

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

(xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause (b) and (c) of paragraph 3(xvii) of the order is not applicable.

(b) The Company has not conducted any Non-Banking Financial or housing Finance activities during the year. Accordingly, paragraph 3(xvi)(b) of the Order are not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3(xvi)(c) and (d) of the Order are not applicable.

(xvii) The Company has incurred cash loss of Rs. 25.91 Lakhs during the current financial year and of Rs.4.01 Lakhs in the immediately preceding financial year.

(xviii) There has been resignation of the statutory auditors during the year; we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

(xx) There is no liability of the company under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility. Therefore, the provisions of Clause (xx) of paragraph 3 of the order are not applicable to the Company.

(xxi) The company has not made investments in subsidiary company. Therefore, the company does not require to prepare consolidated financial statement. Therefore, the provisions of Clause (xxi) of paragraph 3 of the order are not applicable to the Company.

For **VINOD KUMAR JAIN & CO**

Chartered Accountants

FRN 111513W

Vinod Kumar Jain

Proprietor M. No. 36373

PLACE: MUMBAI,

DATED: May 28, 2025

ANNEXURE “B” OF AUDITOR'S REPORT
to the Independent Auditors’ report – 31 March 2025

Annexure “B” referred to in our report to the members’ of **KILBURN OFFICE AUTOMATION LIMITED** on the accounts for the year ended 31st March, 2025. We report that: (Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date).

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) In respect of its Property, Plant and Equipment
 - a. (A) The Company does not have any Property, Plant and Equipment. Therefore, the provisions of clause (i)(a)(A) of paragraph 3 of the order are not applicable to the company.;
 - (B) The Company is not having any intangible assets. Therefore, the provisions of clause (i)(a)(B) of paragraph 3 of the order are not applicable to the company.
 - b. There being no Property, Plant and Equipment as such, the provisions of clause (i)(b) of paragraph 3 of the order are not applicable to the company.
 - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company does not own immovable properties. Therefore, the provisions of clause (i)(a)(c) of paragraph 3 of the order is not applicable to the company.
 - d. The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Therefore, the provisions of Clause (i)(d) of paragraph 3 of the order are not applicable to the Company.
 - e. 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. Therefore, the provisions of Clause (i)(e) of paragraph 3 of the order are not applicable to the Company;
- (ii) In respect of its inventory
 - a. In our opinion, there being no inventory provisions of Clause (ii)(a) of paragraph 3 of the order are not applicable to the Company.
 - b. The company has not been sanctioned working capital limits against current assets in excess of five crores rupees, during the year. Therefore, the provisions of Clause (ii)(b) of paragraph 3 of the order are not applicable to the Company.
- (iii) During the year the company has not made any investments; and has not provided any guarantee or security; has granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, -
 - (a) During the year the company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity, if so, Therefore, the provisions of Clause (iii)(a)(A) and (B) and clause (iii)(b), (iii)(c) and (iii)(d) of paragraph 3 of the order are not applicable to the Company;
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) In our opinion and according to the information and explanations given to us, the company has not accepted deposit or amounts which are deemed to be deposits within the meaning of the provisions of sections 73 to 76 or any other relevant

provisions of the Co. Act, 2013 and the Companies (Acceptance of Deposits) Rules, framed there under. According to the information and explanations given to us no order has been passed by the Company Law Board, or National Company Law Tribunal or Reserve bank of India or any court or any other tribunal.

- (vi) As informed to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013. Therefore, the provisions of clause (vi) of paragraph 3 of the order are not applicable to Company.
- (vii) According to information and explanations given to us and records produced in respect of statutory dues:
- (a) The Company has generally been regular in depositing with the appropriate authorities undisputed statutory dues including Goods and service tax, Provident Fund, Employees state insurance, Income-tax, sales tax, service tax, duty of customs, duty of appropriate authorities, there were no arrears of outstanding statutory dues as at March 31st 2025 for a period of more than six months from the date they became payable. As informed to us that provisions of Provident Fund and Employees State insurance do not apply to company. *Further, pursuant to the approval off the resolution plan of Hon. National Company Law Tribunal vide its order dated 26.02.2024 all the past statutory dues, whether disputed or undisputed, relating to aforesaid statues stand fully extinguished in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 and are no longer enforceable against the company.*
- (b) There are no dues in respect of Goods and service tax, Income-tax, sales tax, service tax, duty of customs, duty of appropriate authorities that have not been deposited on account of any dispute. As informed to us that provisions of Provident Fund and Employees State insurance do not apply to company.
- (viii) In our opinion and according to the information and explanations given to us, there is no any transaction 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.
- (ix) (a) In our opinion and according to the information and explanations given to us, the Company had defaulted in repayment of loan or interest thereon, however, pursuant to the approval off the resolution plan of Hon. National Company Law Tribunal vide its order dated 26.02.2024 all the bank loans or interest thereon stand fully extinguished in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 and are no longer enforceable against the company.
- (b) In our opinion and according to the information and explanations given to us, the company has not been a declared willful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, the loans were applied for the purpose for which the loans were obtained.
- (d) In our opinion and according to the information and explanations given to us, there are no funds raised on short term basis which have been utilized for long term purpose.
- (e) In our opinion and according to the information and explanations 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) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) According to the information and explanations given by the management, the Company has not raised money by way of initial public offer or further public offer (debt instruments) during the year, accordingly paragraph X(a) of the order is not applicable.

- (b) In our opinion and according to the information and explanations given to us, the company has made preferential allotment or private placement of 5,00,000 Equity shares of Rs. 10 each during the year and the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.
- (xi) (a) We have not noticed any case of fraud by the company or any fraud on the Company by its officers or employees during the year. The management has also not reported any case of fraud during the year.
- (b) During the year 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) As auditor, we did not receive any whistle- blower complaint during the year.
- (xii) (a) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable and clause (b) and clause (c) of Caro paragraph (xii) are not applicable.
- (xiii) Accordingly, to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards. Identification of related parties were made and provided by the management of the Company.
- (xiv) (a) In our opinion and based on our examination though the company is required to have an internal audit system under section 138 of the Act, it does not have the same the said system during the year.
- (b) The Company did not have an internal audit system for the period under audit.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause (b) and (c) of paragraph 3(xvii) of the order is not applicable.
- (b) The Company has not conducted any Non- Banking Financial or housing Finance activities during the year. Accordingly, paragraph 3(xvi)(b) of the Order are not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3(xvi)(c) and (d) of the Order are not applicable.
- (xvii) The Company has incurred cash loss of Rs. 25.91 Lakhs during the current financial year and of Rs.4.01 Lakhs in the immediately preceding financial year.
- (xviii) There has been resignation of the statutory auditors during the year; we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

- (xx) There is no liability of the company under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility. Therefore, the provisions of Clause (xx) of paragraph 3 of the order are not applicable to the Company.
- (xxi) The company has not made investments in subsidiary company. Therefore, the company does not require to prepare consolidated financial statement. Therefore, the provisions of Clause (xxi) of paragraph 3 of the order are not applicable to the Company.

For **VINOD KUMAR JAIN & CO**
Chartered Accountants
FRN 111513W

Vinod Kumar Jain
Proprietor M. No. 36373

PLACE: MUMBAI,
DATED: May 28, 2025

ANNEXURE 'C' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF KILBURN OFFICE AUTOMATION LIMITED

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

We have audited the internal financial controls over financial reporting of **Kilburn Office Automation Limited** ("the Company") as of 31st March, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls.

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting.

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2025, based on the

internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **VINOD KUMAR JAIN & CO**

Chartered Accountants

FRN 111513W

Vinod Kumar Jain

Proprietor M. No. 36373

PLACE: MUMBAI,

DATED: May 28, 2025

KILBURN OFFICE AUTOMATION LIMITED
CIN: L27106WB1980PLC033140
BALANCE SHEET AS FOR THE YEAR ENDED 31ST MARCH 2025

(RUPEES IN LAKHS)

Sr. No.	Particulars	Note No.	As at 31.03.2025 Rs.	As at 31.03.2024 Rs.
	ASSETS			
1	Non-Current Assets			
	(a) Property, Plant and Equipment		-	-
	(b) Intangible Assets		-	-
	(c) Financial Assets			
	(i) Investments		-	-
	(ii) Loans & Advances		-	-
	(iii) Other Financial Assets		-	-
	(d) Deferred tax Liabilities	4	85.48	78.96
	(e) Other Non-Current Assets			
	(i) Advance Income Tax & TDS (net)		-	-
	(ii) Others	8	18.26	17.26
	Total Non Current Assets		103.74	96.23
2	Current Assets			
	(a) Inventories		-	-
	(b) Financial Assets			
	(i) Investments		-	-
	(ii) Trade receivables		-	-
	(iii) Cash and cash equivalents	9	2.47	14.61
	(v) Loans & Advances	7	6.44	-
	(c) Other Current Assets	8	91.10	87.30
	Total Current Assets		100.01	101.91
	Total Assets		203.76	198.13
	EQUITY AND LIABILITIES			
	Equity			
	(a) Equity Share Capital	2	53.32	675.01
	(b) Other Equity	3	148.63	(503.68)
	Total Equity		201.94	171.33
1	LIABILITIES			
	Non-Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings		-	-
	(ii) Trade payables		-	-
	(ii) Other financial liabilities		-	-
	(b) Provisions		-	-
	(c) Deferred tax liabilities (Net)	4	-	-
	(d) Other non-current liabilities		-	-
	Total Non-Current Liabilities		-	-
2	Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	5	-	10.50
	(ii) Trade Payables		-	-
	Total outstanding dues of micro enterprises and small Enter.		-	-
	Total outstanding dues of creditors other than micro enterprises & small enter.		-	-
	(iii) Other financial liabilities		-	-
	(b) Other current liabilities	6	1.81	16.30
	(c) Provisions		-	-
	(d) Current Tax Liabilities (Net)		-	-
	Total Current Liabilities		1.81	26.80
	Total Equity and Liabilities		203.76	198.13
	See accompanying notes to the standalone financial statements			
	Significant Accounting Policies	1		
	Notes Forming part of the Accounts	2 to 31		
	As Per our report attached FOR VINOD KUMAR JAIN & CO Chartered Accountants Registration No. 111513W		For and on behalf of the Board of Directors KILBURN OFFICE AUTOMATION LIMITED	
	Sd/- Vinod Kumar Jain Proprietor (M. No.036373) Place: Mumbai Dated: 28-05-2025		Sd/- GAURAV KASAT Director DIN: 08486191	Sd/- DIPESH NANDKISHORJI MANDHANI Director DIN: 06753263

KILBURN OFFICE AUTOMATION LIMITED
CIN: L27106WB1980PLC033140
PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2025

(RUPEES IN LAKHS)

Sr. No.	Particulars	Note No.	For the year ended 31.03.2025 Rs.	For the year ended 31.03.2024 Rs.
	INCOME			
I	Revenue From Operations	10	-	-
II	Other Income	11	-	1.00
III	Total Income (I+II)		-	1.00
	EXPENSES			
IV	Cost of Materials Consumed		-	-
	Purchases		-	-
	Changes in Inventories	12	-	4.56
	Employee Benefits Expense	13	-	-
	Finance Costs	14	0.01	0.00
	Other Expenses	15	25.89	115.65
	Total Expenses (IV)		25.91	120.21
V	Profit/(loss) before exceptional items and tax (III- IV)		(25.91)	(119.21)
VI	Exceptional Item		-	-
VII	Profit/(loss) after exceptional items (V + VI)		(25.91)	(119.21)
VIII	Prior Period Items		-	-
IX	Profit/(Loss) before tax (VII + VIII)		(25.91)	(119.21)
X	Tax expense: (1) Income Tax (2) Deferred tax		- (6.52)	- (29.80)
XI	Profit (Loss) for the year ended		(19.39)	(89.41)
X	Profit/(loss) from discontinued operations		-	-
XI	Tax expense of discontinued operations		-	-
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XI	Profit/(Loss) for the year ended (IX - X)		(19.39)	(89.41)
XII	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss (Interest on Gratuity)		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss			
	B (i) Items that will be reclassified to profit or loss			
	(ii) Income tax relating to items that will be reclassified to profit or loss			
XIII	Total Comprehensive Income for the year (XI + XII) (Comprising Profit (Loss) and Other Comprehensive Income for the year)		(19.39)	(89.41)
XIII(a)	Earnings per equity share (for continuing operation): Basic & Diluted		(0.37)	(1.32)
XIII(b)	Earnings per equity share (for discontinued operation): Basic & Diluted		-	-
XIII(c)	Earnings per equity share (for continuing & discontinued operations) Basic & Diluted		(0.37)	(1.32)
	See accompanying notes to the standalone financial statements			
	Significant Accounting Policies Notes Forming part of the Accounts	1 2 to 31		
	As Per our report attached FOR VINOD KUMAR JAIN & CO Chartered Accountants Registration No. 111513W		For and on behalf of the Board of Directors KILBURN OFFICE AUTOMATION LIMITED	
	Sd/- Vinod Kumar Jain Proprietor (M. No.036373)		Sd/- GAURAV KASAT Director DIN: 08486191	Sd/- DIPESH NANDKISHORJI MANDHANI Director DIN: 06753263
	Place: Mumbai Dated: 28-05-2025			

KILBURN OFFICE AUTOMATION LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2025
(RUPEES IN LAKHS)

Sr. no.	Particulars	For the Year Ended 31.03.2025		For the Year Ended 31.03.2024
		-		-
A.	CASH FLOW FROM OPERATING ACTIVITIES:			
	Net Profit before tax	(19.39)	(19.39)	(89.41)
i	Adjustments for :			
	Depreciation & Amortisation	-	-	-
	Interest Income	-	-	-
	Profit on Sale of Assets	-	-	-
	Taxes	-	-	-
	Interest and Financial Expenses	-	-	-
	Operating Profit before Working Capital Changes	(19.39)		(89.41)
ii	Movement in Working Capital			
	Decrease/(-Increase) in Trade Receivables	-	110.84	
	Decrease/(-Increase) in Inventories	-	4.56	
	Decrease/(-Increase) in Long Term Loans & Ad	(1.00)	100.43	
	Decrease/(-Increase) in Deferred Tax assets	(6.52)	221.36	
	Decrease/(-Increase) in Current Loans &	(6.44)	4.09	
	Decrease/(-Increase) in Other Current Assets	(3.80)	(45.23)	
	Increase/(-Decrease) in Trade Payable	-	(60.55)	
	Increase/(-Decrease) in Non Current	-	-	
	Increase/(-Decrease) in Current Liabilities &	(14.49)	0.72	336.22
	Cash generated from operations	(51.64)		246.81
	Taxes paid	-		-
	Net Cash from Operating Activities	(51.64)		246.81
B.	CASH FLOW FROM INVESTING ACTIVITIES:			
	Purchase of Fixed Assets	-		
	Reduction of Fixed Assets	-	2.40	
	Adjustment in Business Re-organisation	-	495.71	
	Increase in Share Capital	50.00	-	
	Decrease/(-Increase) in Investments	-	-	
	Investment in Intangible assets-membership	-	-	
	Interest received	-	-	
	Net Cash from Investing Activities	50.00		498.11

KILBURN OFFICE AUTOMATION LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2025

(RUPEES IN LAKHS)

Sr. no.	Particulars	For the Year Ended 31.03.2025		For the Year Ended 31.03.2024
C.	CASH FLOW FROM FINANCING ACTIVITIES:			
	Non Current Financial Liabilities			
	Other Financial liabilities	-	(120.00)	
	Increase/(Decrease) in borrowings		(618.99)	
	Provisions	-	-	
	Current Financial Liabilities			
	Borrowings	(10.50)	-	
	Other Financial Liabilities	-	-	
	Interest and Financial Expenses	-	-	
	Net Cash from Financing Activities		(10.50)	(738.99)
	Net Increase (Decrease) in Cash & Cash Equivalents (A+B+C)		(12.14)	5.93
	Opening Balance of Cash & Cash Equivalents		14.61	8.68
	Closing Balance of Cash & Cash Equivalents		2.47	14.61
			(12.14)	5.93

As Per our report attached

FOR VINOD KUMAR JAIN & CO

Chartered Accountants

Registration No. 111513W

Sd/-

Vinod Kumar Jain
Proprietor (M. No.036373)

Place: Mumbai

Dated: 28-05-2025

For and on behalf of the Board of Directors

KILBURN OFFICE AUTOMATION LIMITED

Sd/-

GAURAV KASAT
Director
DIN: 08486191

Sd/-

DIPESH NANDKISHORJI MANDHANI
Director
DIN: 06753263

KILBURN OFFICE AUTOMATION LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2025

(Rs. In Lakhs)

(Rs. In Lakhs)

Note 2.1 SHARE CAPITAL				
Particulars	As at 31st March, 2025		As at 31st March, 2024	
	No. of shares	Amount	No. of shares	Amount
(a) Authorised				
Equity shares of Rs 10/- par value	80,00,000	800.00	80,00,000	800.00
11% Non Cumulative Redeemable Preference Shares of Rs 100/- Each	1,20,000	120.00	1,20,000	120.00
	81,20,000	920.00	81,20,000	920.00
(b) Issued				
Equity shares of Rs 10/- each	5,33,178	53.32	67,50,100	675.01
	5,33,178	53.32	67,50,100	675.01
(c) Subscribed and fully paid up				
Equity shares of Rs 10/- each	5,33,178	53.32	67,50,100	675.01
11% Non Cumulative Redeemable Preference Shares of Rs 100/- Each	-	-	-	-
	5,33,178	53.32	67,50,100	675.01
Total	5,33,178	53.32	67,50,100	675.01

The Company has one class of Equity shares having a par value of Rs.10/- per share.

The Company has one class of issued shares i.e. Ordinary shares having a par value of Rs.10/- per share. Each holder of ordinary shares is entitled to one vote per share and equal right for dividend. The dividend proposed by the Board of Directors is subject to approval of shareholders in the ensuing Annual General meeting, except in case of interim dividend.

Accordance with the order of the Hon'ble National Company Law Tribunal ("NCLT") dated 26.02.2024 and as per the resolution of Board of Directors of the Company dated 02.01.2025, in accordance with approved resolution plan and consent of the Board Capital reduction/cancellation of its entire existing equity shareholding has been done. Accordingly, the entire equity share capital of the Promoter and Promoter group stands cancelled and reduced to zero without any payout, the shareholding of the public shares is reduced to 1 share against existing 100 shares held by them on record dated 20.12.2024. As a result total share capital on record date i.e. Dec.,20 2024 which was 67,50,100 equity shares of Rs. 10 each, is reduced by promotor holding of 34,32,296 equity shares as Cancelled, balance share of public holding 33,17,804 equity shares of Rs. 10 each is reduced to 33,178 equity shares of Rs. 10 each. This has resulted in existing share capital of Rs. 6,75,01,000 comprising of 67,50,100 Equity shares of Rs. 10 each reduced to 33,178 (Thirty-three Thousand One Hundred Seventy-Eight) Equity shares of Indian Rupees 10 each amounting to paid up Equity share Capital of Rs. 3,31,780 (Three Lakhs Thirty-One Seven Hundred Eighty Only). Thus after reduction paid up share capital of Rs. 6,75,01,000 is reduced to paid up share capital of Rs. 3,31,780/-

KILBURN OFFICE AUTOMATION LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2025

Note 2.2 Reconciliation of the number of shares and amount outstanding. At the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Redemption/ cancelled	Closing Balance
Equity shares with voting rights				
<i>Year ended 31st March, 2025</i>				
- Number of equity shares	67,50,100	5,00,000	67,16,922	5,33,178
- Amount Rs.in Lakhs	675.01	50.00	671.69	53.32
<i>Year ended 31st March, 2024</i>				
- Number of Equity shares	67,50,100	-	-	67,50,100
- Amount Rs.in Lakhs	675.01	-	-	675.01
Preference shares				
<i>Year ended 31st March, 2025</i>				
- Number of preference shares	-	-	-	-
- Amount Rs.in Lakhs	-	-	-	-
<i>Year ended 31st March, 2024</i>				
- Number of preference shares	1,20,000	-	(1,20,000)	-
- Amount Rs.in Lakhs	120.00	-	(120.00)	-

Note 2.3 Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March, 2025		As at 31st March, 2024	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares of Rs.10 each fully paid:-				
A) Promoters:				
Shree durga Agencies Limited	-	0.00%	20,96,925	31.07%
Nirvan Commercial Company Limited	-	0.00%	11,78,028	17.45%
Bishnauth Investments Ltd (Formerly-Metals Centre Ltd.)	-	0.00%	5,45,095	8.08%
Rcindo Infotech Private Limited	5,00,000	93.78%	-	-
B) Public				
Preference shares of Rs.100 each fully paid:-				

Note: 2.4. For the period of 5 years immediately preceding the date as at which the Balance Sheet is prepared:

- There are no shares issued pursuant to contract(s) without payment being received in cash.
- There are no shares allotted as fully paid up by way of bonus shares.
- There are no shares bought back.

Note 2.5 Details of shares held by Promoters at the end of the year

Class of shares / Name of shareholder	As at 31st March, 2025		As at 31st March, 2024		% changes during the year
	No. of shares	% Holding	No. of shares	% Holding	
Equity shares:-					
Sandeep Kumar Jalan	-	0.00%	3,500	0.05%	-0.05%
Divya Jalan	-	0.00%	200	0.00%	0.00%
Shree durga Agencies Limited	-	0.00%	20,96,925	31.07%	-31.07%
Nirvan Commercial Company Limited	-	0.00%	11,78,028	17.45%	-17.45%
Supriya finance Limited	-	0.00%	1,29,082	1.91%	-1.91%
Sandeep Investments Limited	-	0.00%	22,361	0.33%	-0.33%
Saket Fiscal Service	-	0.00%	2,200	0.03%	-0.03%
Rcindo Infotech Private Limited	5,00,000	93.78%	-	0.00%	93.78%
	5,00,000	93.78%	34,32,296	50.85%	0.00%

Note 2.6. Shares held by holding/ ultimate holding company and / or their Subsidiaries/ associates

The company does not have any holding company, ultimate holding company, subsidiaries or associates.

Note 3: SURPLUS		
Particulars	As at 31.03.2025	As at 31.03.2024
(a) Capital Reserves		
Opening balance	10.00	10.00
Add : Transfer	-	-
Closing balance	10.00	10.00
(b) General Reserves		
Opening balance	282.61	282.61
Add : Transfer	-	-
Closing balance	282.61	282.61
(c) Securities Premium		
Opening balance	144.55	144.55
Add : Received during the year	-	-
Closing balance	144.55	144.55
(d) Business Re-Organisation Reserve		
Opening balance	495.71	-
Add : Adjustment during the year	-	495.71
Closing balance	495.71	495.71
(e) Surplus in Statement of Profit and Loss		
Opening balance	(1,436.55)	(1,347.14)
Add: Profit (Loss) for the year	(19.39)	(89.41)
Add: Share Capital Reductions	671.69	-
Closing balance	(784.25)	(1,436.55)
Grand Total (a+b+c+d+e)	148.63	(503.68)
Note 4: DEFERRED TAX LIABILITIES/(ASSETS) (Net)		
Particulars	As at 31.03.2025	As at 31.03.2024
Major components of deferred tax arising on account of timing differences are:		
Liabilities		
Accumulated Depreciation	-	-
	-	-
Less: Assets Unabsorbed Business loss c/f liabilities/(Assets)	(85.48)	(78.96)
	(85.48)	(78.96)
Note 5: SHORT-TERM BORROWINGS		
Particulars	As at 31.03.2025	As at 31.03.2024
b. Unsecured Loans		
From Related Parties & Others	-	10.50
	-	10.50
Unsecured loans from parties:		
Unsecured loans from directors are repayable on demand and are free of interest.		

Note 6: OTHER CURRENT LIABILITIES				
Particulars	As at		As at	
	31.03.2025		31.03.2024	
Others				
Statutory dues			0.65	4.74
Security Deposit			-	10.00
Creditors For Expenses			1.17	1.56
			1.81	16.30
Note 7: LOANS & ADVANCES				
Particulars	As at	As at	As at	As at
	31.03.2025	31.03.2024	31.03.2025	31.03.2024
	Non Current		Current	
(b) Advances recoverable in Cash or Kind (Unsecured, considered doubtful)	-	-	-	-
Advance to Suppliers and other advances (Unsecured, considered Goods)			6.44	-
(c) Other Loans & Advance Unsecured, Considered Good	-	-	-	-
	-	-	6.44	-
Note 8: Other Non-Current and Current Assets				
Particulars	As at	As at	As at	As at
	31.03.2025	31.03.2024	31.03.2025	31.03.2024
	Non Current		Current	
(a) Security Deposits : Unsecured, Considered Good	18.26	17.26	-	-
(b) Other Loans & Advance Balance with Revenue Authorities	-	-	91.10	87.30
	18.26	17.26	91.10	87.30
Note 9: Cash and Bank Balances				
Particulars	As at		As at	
	31.03.2025		31.03.2024	
(i) Cash and Cash Equivalents				
(a) Cash on hand			0.00	0.00
(b) Balances with banks: In Current Accounts			2.47	14.61
			2.47	14.61

KILBURN OFFICE AUTOMATION LIMITED

Notes on Standalone Financial Statements for the year ended 31st March 2025

(Rupees in Lakhs)

Note: 10 REVENUE FROM OPERATIONS		
Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Revenue From Operation		
Sales	-	-
TOTAL	-	-
Note: 11 OTHER INCOME		
Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Participation Fees	-	1.00
TOTAL	-	1.00
NOTE 12: CHANGES IN INVENTORIES		
Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
<u>Inventories at the end of the year ended</u>		
Stock in trade	-	-
	-	-
<u>Inventories at the beginning of the year</u>		
Stock in trade	-	4.56
	-	4.56
Net decrease (a-b)	-	(4.56)
Note: 13 EMPLOYEE BENEFIT EXPENSE		
Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Salaries and Wages	-	-
TOTAL	-	-
Note: 14 FINANCE COSTS		
Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Bank Charges	0.00	0.00
Interest	0.01	-
TOTAL	0.01	0.00
Note: 15 OTHER EXPENSES		
Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Auditors Remuneration (Refer to Note 1)	0.55	0.30
Advertisement and Publication	0.57	0.15
Bad Debts	-	110.64
CIRP Expenses	8.53	0.11
Demat and Share Registrar	4.59	-
Legal & Professional Fees	7.65	3.63
BSE Listing Fees	4.00	-
Miscellaneous Expenses	-	0.82
TOTAL	25.89	115.65

(Rupees in Lakhs)

NOTE :16 AUDITORS REMUNERATION			
Particulars		For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Statutory Audit Fees		0.30	0.30
Limited Review Fees		0.25	-
TOTAL		0.55	0.30
Note: 17 EARNING PER SHARES			
Particulars		For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Net Profit after Tax (Rs. In Lakhs)		(19.39)	(89.41)
Weighted No.of Equity Share outstanding during the yr of Rs.10 each		5,33,178	67,50,100
Basic Earning per Equity Share (In Rs.)		(0.37)	(1.32)
Diluted Earning per Equity Share (In Rs.)		(0.37)	(1.32)
Note: 18 RELATED PARTY DISCLOSURES			
Name of Related parties and description of relationship			
Key Management Personnel: Director :		Dipesh Nandkishorji Mandhani Gaurav Kasat	
Associate Concern:		Indorient Enterprises LLP	
The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:			
(Figures given hereunder in the bracket are of previous year)			
Particulars	Associate Concerns	Key Management Personnel	Relative of Key Management Personnel
Advance to Service Provider	6.44	-	-
	-	-	-
Balance as on 31.03.2025			
Loans & Advances	6.44	-	-
	-	-	-
Note: 19 CONTINGENT LIABILITIES			
a. There is no such contingent liability, as such no provision is made			
b. Capital commitment towards new projects: NIL (NIL)			
Note: 20 FOREIGN CURRENCY TRANSACTION			
Value of Imports Calculated on CIF Basis (Goods) - NIL (NIL)			
Expenditure in Foreign Exchange - NIL (NIL)			
Earning in foreign Currency - NIL (NIL)			
Note: 21			
In the opinion of the management all current assets and current liabilities as at 31st March, 2025 are proper and adequately disclosed. However, they are subject to confirmations from parties.			
Note: 22			
under the Micro, Small, and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) is Nil (P.Y. Nil). Further, no interest during the year has been paid or payable under the terms of the MSMED Act, 2006.			
Note: 23			
Outstanding Debtors were written off by the new management in earlier years and only EMD has been retained in books based, and shown as Security Deposit (EMD) in Non Current Assets side.			

KILBURN OFFICE AUTOMATION LIMITED**Notes on Standalone Financial Statements for the year ended 31st March 2025****(Rupees in Lakhs)****Note: 24**

Deferred tax assets has been recognised in the books based on the revised calculations available to the company in future assessment years.

Note: 25

Based on the petition filed by the Kilburn Office Automation Limited ('Corporate Applicant') under section 10 of the Insolvency and Bankruptcy Code, 2016 for initiation of Corporate Insolvency Resolution Process ('CIRP') against itself and the Hon'ble National Company Law Tribunal, Kolkata Bench ('NCLT') passed the order for initiation of Corporate Insolvency Resolution Process ('CIRP') on 02nd November, 2022 in respect of the company and appointed Mr. Kamal Nayan Jain as the Interim Resolution Professional ('IRP'), subsequently confirming him as the Resolution Professional ('RP') in term of IBC. On appointment of the IRP under the code, the power of the Board of the Directors of the company were suspended and moratorium has been imposed on the company u/s 14 of the Insolvency and Bankruptcy Code, 2016.

Note: 26

Pursuant to an application filed by the corporate debtor under Section 10 of the Insolvency and Bankruptcy Code, 2016, the Corporate Insolvency Resolution Process (CIRP) was initiated against Kilburn Office Automation Limited by an order dated 2nd November 2022, passed by the Hon'ble National Company Law Tribunal, Kolkata Bench in C.P. IB No. 113/KB/2022.

Subsequently, by an order dated 26th February 2024, the adjudicating authority approved the Resolution Plan submitted by Candid Resources Limited (Resolution Applicant) under Section 31 of the Insolvency and Bankruptcy Code, 2016. As per the provisions of Section 31, the approved Resolution Plan is binding on the company, its employees, members, creditors, guarantors, and all other stakeholders involved in the Resolution Plan.

The Resolution Professional (RP) convened a Monitoring Committee Meeting on 22nd March 2024 to update the Committee of Creditors (CoC) members and the successful Resolution Applicant. During the meeting, the RP informed the attendees that, according to the terms of the Resolution Plan, the upfront payment was to be made by the Resolution Applicant within 60 days from the effective date.

The Successful Resolution Applicant made the full payment as per the Resolution Plan on 11th June 2024, and the Board of Directors was reconstituted in accordance with the terms of the Resolution Plan w.e.f. 8th July

Note: 27

Income Tax authorities raised demand of Rs. 1.50 Lakhs in respect of AY 2010-11 and appeal pending before CIT(A). Also income tax refunds due for AY 2013-14 is not granted due to no credit for TDS Rs. 3.26 Lakhs, the same matter is pending before CIT(A). However, under the Insolvency process all the liabilities before the date of admission in to NCLT (on start of Moratorium) has to be filed under the claim. Any admitted / Non admitted liabilities or unclaimed liabilities will extinguish on approval and implementation of the approved resolution plan. All these old liabilities will not having any bearing on the company.

Note: 28

Previous year figures have been regrouped/ rearranged wherever necessary

Note 29 (d) Details of benami property held

The company has not held any benami property during the year ended 31.03.2025 or year ended 31.03.2024.

There is no proceedings have been initiated or pending against the company for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

Note 29 (e) Title deeds of Immovable Property not held in name of the Company

The company does not hold any such immovable property.

Note 29 (f) Compliance with number of layers of companies :

Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017

Note 29 (g) Compliance with approved Scheme(s) of Arrangements

Company has not prepared any scheme of Arrangements in terms of sections 230 to 237 of the Companies Act, 2013.

Note: 30**(h) Utilisation of borrowed funds and Share Premium**

a) During the year, no funds have been advanced or loaned or invested from borrowed funds any other sources or kind of funds by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, except the money raised by way of intital public offer (including security premium) in the preceeding year have been applied for the purpose of which those were raised.

b) During the year, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 31: OTHER DISCLOSURES

1. In the opinion of the management, the current assets, loans & advances are approx. of the same Value as stated, if realised in the ordinary course of business.
2. Trade Payables, Trade Receivables and Loans & Advances are subject to confirmation and reconciliation, if any.
3. Provisions for all known liabilities are adequate and not in excess of amount reasonably necessary
4. Previous years' figures have been regrouped / rearranged wherever found necessary.

As Per our report attached

FOR VINOD KUMAR JAIN & CO
Chartered Accountants
Registration No. 111513W

For and on behalf of the Board of Directors
KILBURN OFFICE AUTOMATION LIMITED

Sd/-
Vinod Kumar Jain
Proprietor (M. No.036373)

Sd/-
GAURAV KASAT
Director
DIN: 08486191

Sd/-
DIPESH N. MANDHANI
Director
DIN: 06753263

Place: Mumbai
Dated: 28-05-2025