



ANNUAL REPORT 2024 - 2025



Roop Ultrasonix Limited

(Formerly known as Roop Telsonic Ultrasonix Limited)

POWERHOUSE OF ULTRASONIC TECHNOLOGY



<p>BOARD OF DIRECTORS:</p> <p>Dr. Anant S. Trivedi Director</p> <p>Mrs. Rupa A. Trivedi Whole-time Director</p> <p>Mr. K. P. Rajagopalan Director</p> <p>Mr. Natwarlal Vallabhdas Trivedi Director (Appointed w.e.f. December 2nd 2022)</p> <p>Mrs. Karishma Vipul Tanna Director (Appointed w.e.f. December 2nd 2022)</p>	<p>AUDITORS: PARIKH & PARIKH Chartered Accountants, Mumbai - 400 002.</p> <p>BANKERS: CENTRAL BANK OF INDIA Santacruz (West) Branch, Mumbai - 400 054.</p>	<p>REGISTERED OFFICE: A/41, Nandkishore Industrial Estate, Off Mahakali Caves Road, Andheri (East), Mumbai - 400 093.</p> <p>CORPORATE OFFICE: C-803, 32, Corporate Avenue, Mahal Industrial Estate, Off Mahakali Caves Road, Andheri (East), Mumbai-400 093.</p> <p>FACTORIES: 1) MUMBAI: A/56, Nandkishore Industrial Estate, Off Mahakali Caves Road, Andheri (East), Mumbai - 400 093.</p> <p>2) GUJARAT: a) E 133-136, GIDC, Electronic Zone. Sector 26, Gandhinagar - 382 044.</p> <p>b) Plot No.22, Gandhinagar Electronic Park SEZ, GIDC-Kolwada Road, Gandhinagar - 382 044.</p> <p>S. S. TRIVEDI TRAINING & R & D CENTRE: A/41, Nandkishore Industrial Estate, Off Mahakali Caves Road, Andheri (East), Mumbai 400 093.</p>
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ROOP ULTRASONIX LIMITED

CIN: U33120MH1982PLC026800

Registered Office: A/41, Nandkishore Indl. Estate, Off Mahakali Caves Road, Andheri (East), Mumbai-400 093, India. (022) 4211 1500 Email: secretarial@rtulgroup.com

NOTICE OF 43RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 43RD ANNUAL GENERAL MEETING (“AGM”) OF ROOP ULTRASONIX LIMITED (FORMERLY KNOWN AS ROOP TELSONIC ULTRASONIX LTD.) WILL BE HELD AT 803-C, 32, CORPORATE AVENUE, MAHAL INDUSTRIAL ESTATE, OFF MAHAKALI CAVES ROAD, ANDHERI (E), MUMBAI - 400 093 ON MONDAY, DECEMBER 29, 2025 at 04:00 p.m. (INDIAN STANDARD TIME) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:**1. ADOPTION OF THE AUDITED STANDALONE FINANCIAL STATEMENTS:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted.”

2. **ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Report of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted.”

3. **APPOINTMENT OF A DIRECTOR [KARISHMA VIPUL TANNA](#) (DIN: [03600821](#)), LIABLE TO RETIRE BY ROTATION:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, [Karishma Vipul Tanna](#) (DIN: [03600821](#)), who retires by rotation at this meeting, be and is hereby appointed as a Director (Professional Non-Executive), of the Company and shall be liable to retire by rotation.”

For and on behalf of the board of directors

Place : Mumbai
Date: 29th October, 2025

Dr. Anant S. Trivedi
Director
DIN: 00575030

Rupa A. Trivedi
Whole-time Director
DIN: 00370081

Registered Office:
A/41, NanadKishore Industrial Estate, Off Mahakali Caves Road, Andheri (East), Mumbai - 400 093.

Corporate Office:
803-C, 32, Corporate Avenue, Mahal Industrial Estate, Off Mahakali Caves Road, Andheri (East), Mumbai - 400 093.



NOTES:

1. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.
2. Pursuant to Section 105(1) of the Companies Act, 2013 ("Act"), read with Rule 19 of Companies (Management and Administration) Rules, 2014 a person can act as a proxy on behalf of Members not exceeding 50(fifty) in number and holding in aggregate not more than 10(ten) percent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10(ten) percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such a person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the meeting.
3. Proxy form duly executed in order to be effective, must reach the registered office of the Company not less than 48 hours before the time of commencement of the AGM. Proxy form for the AGM is enclosed. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions, KYC documents of the proxy holder and authority letter, as applicable.
4. The Members/Representative/ Proxy(ies) are requested to bring attendance slip, as enclosed, duly filled in, together with their copy of the notice convening the AGM.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. Institutional/ Corporate Members (i.e., other than individuals, HUF, NRI, etc.) intending to send their authorized representative(s) pursuant to section 113 of the Act to attend the AGM are requested to send to the Company, authority letter along with the KYC documents of the authorized representative and a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM by email to secretarial@rtulgroup.com with a copy marked to the scrutinizer cssharvarijoshi@gmail.com.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days' notice in writing is given to the Company.
8. Members are requested to register their e-mail addresses, contact numbers and correspondence address in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form and who have not registered / updated their email address, contact numbers and correspondence address with the Company are requested to register / update can register / update the same by sending e-mail on secretarial@rtulgroup.com.
9. **Members whose shares are in physical form are requested to kindly dematerialize the same at the earliest with the Depository Participant pursuant to Rule 9A of Companies (Prospectus and Allotment of Securities) Rules, 2014.**
10. Members may also note that Notice of the AGM will also be available on the Company's website www.rtulgroup.com. The Notice of the AGM is being sent by electronic mode with link to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, **can avail the documents by accessing the link provided here under or through QR Code**. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during the normal business hours on working days.

Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's e-mail on secretarial@rtulgroup.com.

Link : https://www.rtulgroup.com/wp-content/uploads/2025/11/Annual-Report_2024-2025.pdf

QR Code :



11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company:
 - a. E-mail id (for receiving notices and annual reports through e-mail id.)
 - b. Any change in address.
 - c. demise of any member as soon as possible.
 - d. PAN card copy for the record of the Company.
 - e. Contact details of the member.
12. Members are also advised not to leave their Demat account(s) dormant for long periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
13. The register of members and share transfer books shall remain closed from Tuesday, 23rd December, 2025 to Monday, 29th December, 2025 (both days inclusive) for the purpose AGM.
14. The record date for determining the eligibility of the members to attend the AGM will be Monday, 22nd December, 2025
15. Voting shall be conducted under the supervision of Mrs. Sharvari Joshi, Practicing Company Secretary (Membership No. A50292, COP No. 26145), scrutinizer appointed by the Company in their Board Meeting held on 29th October, 2025 and Scrutinizer decision on validity of vote shall be final.
16. A Route Map along with Prominent Landmark for easy location to reach the venue of AGM is annexed hereto.
17. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company not less than 48 hours before the time of commencement of the AGM through email on secretarial@rtulgroup.com. The same will be replied by the Company suitably.

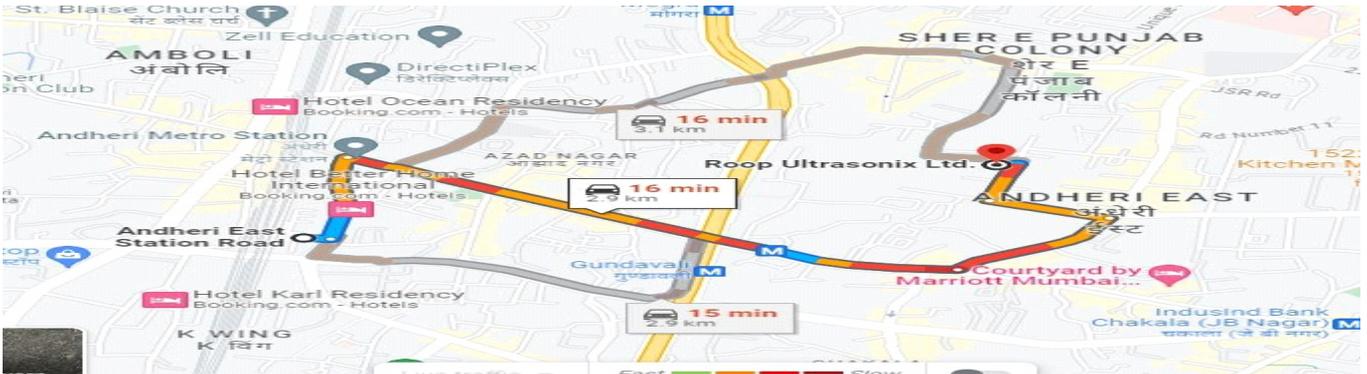


Route Map to the Venue

Venue : 803-C, 32, Corporate Avenue, Mahal Industrial Estate, Off Mahakali Caves Road, Andheri (E), Mumbai-400 093.

Landmark : Near Paper Box

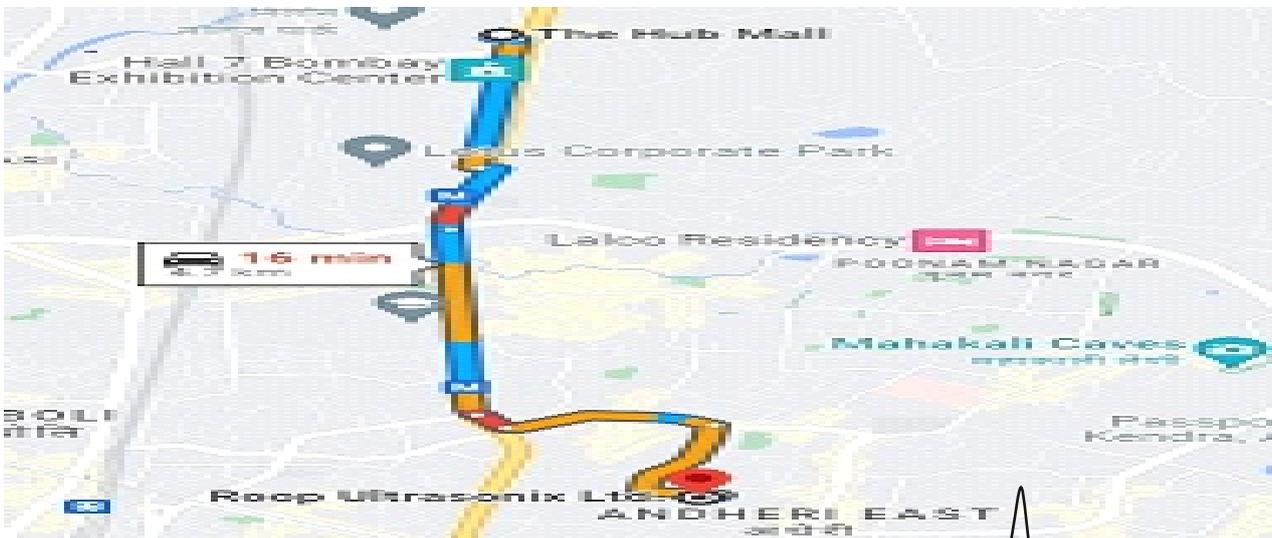
Distance from Andheri Station (East) via Andheri-Kurla Road / Sir Mathuradas VasANJI Raod : 2.9 km



Distance from Ghatkoper (East) via Andheri-Kurla Road / Sir Mathuradas VasANJI Raod : 8.6 km.



Distance from Ghatkoper (East) via Andheri-Kurla Road / Sir Mathuradas VasANJI Raod : 4.7 km.



DIRECTORS' REPORT TO THE MEMBERS

Dear Shareholders,

We are pleased to present our 43rd Annual Report on the business and operations of the Company for the year ended March 31, 2025.

* **Results of Operations:**

● **Standalone and consolidated Financial Results:**

Particulars	Standalone		Consolidated	
	For the Year ended			
	31.03.2025	31.03.2024	31.03.2025	31.03.2024
Total Revenue	6,264.56	6,858.76	6,378.23	6,897.99
Total Expenses	5,512.07	5,699.49	5,694.09	5,795.49
Profit before Interest, Depreciation, Tax and Prior Period Adjustment	752.49	1,159.27	684.14	1,102.50
Less: Finance Cost	134.1	85.86	134.46	85.89
Less: Depreciation and Amortization Expense	181.15	141.83	182.73	142.08
Profit Before Tax	437.24	931.58	366.95	874.53
Less: Tax Expense:				
Current Tax	86.97	241.62	87.97	241.78
Deferred tax liabilities	28.27	38.51	28.27	38.51
Profit After Tax to (Attributable Shareholders)	322	651.45	250.71	594.24
Earning Per Share				
Basic and Diluted	4.62	9.35	3.6	8.53

Standalone

During the year under review, the total revenue of your Company has decreased from Rs. 6,858.76 lakhs in the previous year to Rs. 6,264.56 lakhs. The Net Profit after Tax of your Company has decreased in the current year to Rs. 322.00 lakhs as compared to a profit of Rs. 651.45 lakhs in the previous year.

Consolidated

During the year under review, the total revenue of your Company has decreased from Rs. 6,897.98 lakhs in the previous year to Rs. 6,378.23 lakhs. The Net Profit after Tax of your Company has decreased in the current year to Rs. 250.71 lakhs as compared to a profit of Rs. 594.24 in the previous year.

Your Directors are hopeful for the bright future of the Company in the years to come.

➤ Appropriations:

• Dividend

As the Members are aware, the Company at present is still in the disagreements and disputes with the Company and matter is under litigation with Hon'ble NCLT and Hon'ble NCLAT and in view of the same, it would be advisable to not recommend any dividend to the equity holders. Therefore, the Board of Directors of your Company do not recommend any dividend for period ended 31st March 2025.

• Transfer to Reserves

We propose to transfer Rs. 100 lakhs to the General Reserve.

➤ Share Capital:

The Authorized Share Capital of the Company is 97,50,000 equity shares of Rs. 10/- each aggregating to Rs. 975 lakhs (Indian Rupees Nine Hundred Seventy-Five Lakhs Only). The existing Paid-Up Share Capital of the Company is 69,66,524 equity shares of Rs. 10/- each aggregating to Rs. 696.65 lakhs (Indian Rupees Six Hundred Ninety-Six Lakhs Sixty-Five Thousand).

- A) Issue of equity shares with differential rights: NIL
- B) Issue of sweat equity shares: NIL
- C) Issue of employee stock options: NIL
- D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees: NIL

➤ BRIEF DESCRIPTION OF THE COMPANY WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR:

➤ ACTIVITIES OF THE COMPANY:

➤ Future Outlook:

RTUL continues to build on its core strength in ultrasonic technology by expanding into new application areas such as metallurgy, plastic and metal welding, NDT, and sonochemistry. With a deep

reservoir of technical expertise, the Company is leveraging its knowledge base and collaborating with leading industry partners to develop advanced solutions and unlock new market opportunities.

Our strong distribution network and established business channels are expected to support a significant breakthrough in the coming years, enhancing both profitability and market positioning. The Company is also actively exploring global markets to expand its presence and capture emerging demand for high-precision ultrasonic equipment.

Products / Projects:

Our company is strategically utilizing its expertise in producing machines based on ultrasonic technology to its advantage. We are directing our efforts towards leveraging our core strength and exploring new applications in the field of ultrasonics. We possess a vast pool of knowledge and experience, which we are actively utilizing to delve into new areas of application in metallurgy, plastic and metal welding, NDT and sonochemistry. In this endeavor, we are collaborating with industry leaders to tap into their expertise.

Furthermore, we are capitalizing on our strong distribution network and business channels to anticipate a significant breakthrough. We believe that this breakthrough will not only contribute to our profitability but also enhance our standing in the market. As part of our growth strategy, we are actively seeking new opportunities in global markets to expand our reach and establish a strong presence worldwide.

• **SEZ & Export Growth:**

The SEZ unit delivered a turnover of Rs. 1,630.65 lakhs, marking a growth of 45.76% over the previous year, reinforcing our competitiveness and operational efficiency. Export performance also strengthened, reaching Rs. 1,385.68 lakhs (F.O.B.) compared to Rs. 1,112.03 lakhs previously.

To further boost exports, the Board is evaluating the establishment of subsidiaries and branch offices in high-potential regions worldwide. With these initiatives, we expect exports to continue growing steadily.

• **Management Discussion & Analysis: SWOT & Risk Profile**

STRENGTHS

Unrivaled Industry Legacy: Our core strength lies in our commanding market presence, backed by 43 years of specialized experience in Ultrasonic equipment. This multi-decade legacy has cemented RTUL as a trusted authority in the domain.

Human Capital & Expertise: We possess a highly competent and committed workforce with deep industry knowledge. This intellectual capital allows for the seamless adoption of technological advancements, providing a distinct competitive edge in engineering and execution.

Technological Leadership: Our ability to integrate specialized ultrasonic solutions across diverse industries remains a key pillar of our operational success.

WEAKNESSES & RISKS

Rapid Technological Evolution: The speed at which technology evolves poses an inherent risk of obsolescence. Failure to adapt to AI and automation trends swiftly could impact market standing.

Evolving Client Preferences: Rapidly changing customer demands and the need for bespoke customization require constant agility in our manufacturing processes.

Operational Dependencies: Reliance on complex supply chains and specialized component availability remains a focal point for risk mitigation.

OPPORTUNITIES

Technological Breakthroughs (AI Integration): The advancement of Artificial Intelligence (AI) represents a paradigm shift for the industry. RTUL is poised to integrate AI technology into our machinery, a breakthrough that will enhance precision, automation, and predictive maintenance capabilities.

Global Market Expansion: While the world turns its eyes to India, we see reciprocal potential. We aim to capitalize on vast, untapped international territories to transform RTUL into a truly global entity.

Strategic Growth Areas:

Expanding our global footprint through strategic overseas setups.

Intensifying R&D to lead the curve in advanced ultrasonic applications.

Broadening product portfolios in high-growth sectors.

Leveraging SEZ capabilities to scale production and ensure export-quality standards.

THREATS

Intensified Competition: As global attention shifts to India as a manufacturing hub, we face the entry of international competitors into our domestic market. This creates a crowded landscape requiring aggressive differentiation strategies.

Macroeconomic Volatility:

Foreign Exchange (Forex) Risks: Fluctuations in currency rates pose a threat to profit margins, particularly regarding import costs and export revenues.

Global Economic Instability: Potential global recessionary trends could impact capital expenditure in client industries.

Conclusion Despite the evolving competitive landscape and macroeconomic challenges, the Company's strategic focus on AI integration, global expansion, and leveraging its 43-year foundation places RTUL in a strong position for sustained growth and enhanced stakeholder value.

➤ **SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATE COMPANIES:**

We have two subsidiary companies i.e., RTUL Ultrasonic (Thailand) Co., Ltd. in Thailand and RTUL Ultrasonic SDN. BHD. in Malaysia., During the year 2024-25, the Company has incorporated a new subsidiary company, Roop Ultrasonix INC. at USA with effect from 15th July, 2024 and have made initial investment of Rs. 155.41 lakhs.

In pursuance to Section 129 of the Companies Act, 2013 (“Act”) read with Rule 5 of the Companies (Accounts) Rule, 2014, the report on the performance and financial position of the Subsidiary Companies in Form AOC-1 is attached and forms a part of Financial Statements.

Pursuant to Accounting Standard AS-21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company include the financial information of these Three subsidiary companies. The Annual accounts of the subsidiary companies are available for inspection by any member at the registered office during business hours. The company will send copies thereof to the shareholders who may, if required, write to the company.

Further, the Company does not have any Joint Venture Company or an Associate Company. During the year under review, or at any time after the closure of the year and till the date of the Report, no subsidiary, associate or joint venture of the company has ceased to be a subsidiary, associate or joint venture.

➤ **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

During the year under review foreign exchange earnings is to the tune of Rs. 1,385.68 lakhs and foreign expenditure is of Rs. 792.24 lakhs in foreign currency mainly to import raw materials. The details of energy conservation, R&D activities and foreign exchange earnings & outgo are given in 'Annexure 1'.

➤ **HUMAN RESOURCE MANAGEMENT:**

Human resources form an integral part of your company's strategy for growth. The company believes that competence and commitment of its people are the key drivers for growth of any organization. There have been excellent relations between the employees at various levels and the management. We have created a favorable work environment that encourages innovation and meritocracy. We believe in investing in people competencies for the business requirements of tomorrow.

Following is details of number of employees in Company as on closure of financial year:

Sr. No.	Category	Number of Employees
1.	Male	154
2.	Female	23
3.	Transgender	NIL

➤ **COMPLAINE UNDER MATERNITY BENEFIT ACT, 1961:**

The Company is committed to ensuring a safe, inclusive, and supportive work environment for all employees. The Company has complied with the provisions of the Maternity Benefit Act, 1961, and extends all benefits and protections under the Act to eligible employees.

➤ **BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONELL:**

Karishma Vipul Tanna (DIN: 03600821) retires by rotation and being eligible, has offered herself for reappointment. The Board consists of 5 Directors which are as follows:

Sr No	Name of the Director	Designation	Date of Appointment
1	Dr. A.S. Trivedi	Director	29-03-1982
2	Mrs. Rupa. A. Trivedi	Whole Time Director	01-08-2011
3	Mr. Natwarlal Vallabhdas Trivedi	Non-Executive Director	02-12-2022
4	Mrs. Karishma Vipul Tanna	Non-Executive Director	02-12-2022
5	Mr. K.P. Rajagopalan	Director	09-10-2006

There was no change in the Directors/KMPs during the year under review.

➤ **MEETINGS OF THE BOARD:**

The Company is unlisted public company as on the 31.03.2025 (Financial year end date).

(a) NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

The 8 (Eight) Meetings of the Board of Directors were held during the year of the Board Report and the Directors attendance in the Meetings are as under. The intervening gap between any two meetings was within the period prescribed by the Act.

Sr. No.	Date of Board Meeting	Total Number of Directors as on the date of	Directors' attendance					No. of directors attended	% of attendance
			Dr. Anant Suryakant Trivedi	Mrs. Rupa Anant Trivedi	Mr. Kodur Rajagopalan Puthanvitil	Mr. Natwarlal Vallabhdas Trivedi	Mrs. Karishma Vipul Tanna		
1	26-04-2024	5	Y	Y	Y	Y	Y	5	100
2	17-05-2024	5	Y	Y	Y	Y	Y	5	100
3	11-07-2024	5	Y	Y	Y	Y	Y	5	100
4	26-08-2024	5	Y	Y	Y	Y	Y	5	100
5	15-10-2024	5	Y	Y	Y	Y	Y	5	100
6	23-12-2024	5	Y	Y	Y	Y	Y	5	100
7	16-01-2025	5	Y	Y	Y	Y	Y	5	100
8	03-03-2025	5	Y	Y	Y	Y	Y	5	100

(b) NUMBER OF COMMITTEE MEETINGS:

The Company is not required to have any committee during the year under review.

➤ DISCLOSURE OF STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149(6):

The Company is an unlisted public company and do not fall under a class of companies specified under Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, having threshold limits with respect to paid-up share capital, turnover and aggregate outstanding loans, debentures, and deposits for the year under review. Hence, not required to appoint Independent Director. This clause not applicable.

➤ DISCLOSURE FOR COMPANIES COVERED UNDER SECTION 178(1) ON DIRECTORS APPOINTMENT AND REMUNERATION INCLUDING OTHER MATTERS PROVIDED UNDER SECTION 178(3):

The Company is an unlisted public company and do not fall under a class of companies specified under Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, having threshold limits with respect to paid-up share capital, turnover and aggregate outstanding loans, debentures, and deposits for the year under review., Section 178(1) on Director's appointment and remuneration including other matters provided under Section 178(3) of the Act are not applicable and hence this clause not applicable.

➤ STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY EXPERTIES AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR:

Not Applicable as there are no Independent Directors appointed in the Company as explained hereinabove.

➤ STATEMENT INDICATION THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

The Company is not required to form Nomination and remuneration Committee as explained hereinabove and hence this clause is not applicable.

➤ COMMISSION TO WHOLE TIME DIRECTOR OF THE COMPANY FROM ANY OF ITS SUBSIDIARIES:

The Whole time Director of the Company do not receive any remuneration or commission from any of its subsidiaries required to be disclosed in terms of Section 197(14) of the Act.

➤ DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

As per Section 135(9) of the Act ([Inserted by the Companies \(Amendment\) Act, 2020. Notification dated 28th September, 2020, amendment Effective from 22nd January 2021](#)), the Company is not mandatorily required to form CSR committee during the year 2024-2025, as the total CSR obligation of the Company for the financial year 2024-2025 was Rs. 14.27 Lakhs (Rupees Fourteen lakhs Twenty Seven thousands only) which is less than Rs. 50 lakhs. Hence, the CSR Committee was dissolved during the year and now, the Board is discharging the function of CSR committee.

The brief outline on Corporate Social Responsibility (CSR) Policy of the Company and the initiatives taken by the Company during the year are set out in prescribed format under the Companies (Corporate Social Responsibility Policy) Rules, 2014 annexed as '**Annexure 2**' forming the part of this Board's Report. (In accordance with the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2022 notified Vide Notification No. G.S.R.715 (E) Dated 20th September, 2022.) This Policy is available on the Company's website on www.rtulgroup.com

The profits of the Company for the year ended 31st March, 2025 are Rs. 437.24 Lakhs (PBT), which is less than 5 crore and hence the Company is not under the CSR obligation for the year 2025-2026 under Section 135 of the Act.

➤ **VIGIL MECHANISM:**

The disclosure on establishment of Vigil mechanism as per the provisions of Section 177 (9) of the Act and Rule 7 of the Companies (Meetings of the Board and Powers) are not applicable to the Company during the year under review.

➤ **STATUTORY AUDITORS:**

The Statutory Auditors, M/s. Parikh & Parikh, Chartered Accountants (FRN: 107526W), a firm of Chartered Accountants, was appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting ("AGM") of the Members held on 23rd December, 2024 (as adjourned to 26th December, 2024) to hold office till the conclusion of the 47th AGM of the Company to be held in the year FY 2029-2030 on a remuneration to be mutually agreed upon by the Board of Directors and the Statutory Auditors.

➤ **SECRETARIAL AUDIT:**

The Company is not required to comply with the provisions of Section 204 and the relevant Rules made thereunder for Secretarial Audit for the period ended 31st March, 2025.

➤ **DISCLOSURE FOR MAINTENANCE OF COST RECORDS AS SPECIFIED BY THE CENTRAL GOVERNMENT UNDER SUB-SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013:**

The Company is required the maintenance of cost records as specified by the Central Government under Sub-Section (1) of Section 148 of the Act and the Company is maintaining the cost records as per the applicable provisions of the Act.

➤ **DETAILS OF FRAUD REPORTED BY AUDITORS UNDER SUB SECTION (12) OF SECTION 143 OTHER THAN WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:**

There was no fraud reported by Auditors under Sub Section (12) of Section 143 of the Act.

➤ **THE EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY THE AUDITOR IN HIS REPORT SHALL BE GIVEN:**

The observations and comments given in the Auditor's Report read together with the notes to the account are self-explanatory as reproduced below.

Sr. No.	Auditors Comment	Director Response
1	<p>(i) Company Petition No. 57 of 2023 is filed against the Company and its present promoters by Telsonic Holding AG (who is one of the shareholders' of the Company purportedly holding 38.45% of the issued and paid-up share capital of the Company (pre-rights issue)) under Sections 241 and 242 of The Companies Act, 2013 ("Act") before the Hon'ble National Company Law Tribunal, Mumbai ("Company Petition 57/23"). Telsonic Holding AG's shareholding of 38.45% of the issued and paid-up share capital of the Company (pre-rights issue) has been disputed by the Company by filing another Company Petition No. 97 of 2024 for rectification of its Register of Members before the Hon'ble National Company Law Tribunal, Mumbai and Company Application No. 362 of 2024 in Company Petition 57/23 challenging the maintainability of the Company Petition 57/23 before the Hon'ble National Company Law Tribunal, Mumbai. Both the said Company Petition and Company Application are pending adjudication before the Hon'ble National Company Law Tribunal, Mumbai.</p>	<p>The Director have put their concern & reply in Annexure 4 attached to the Directors' Report.</p>
	<p>(ii) Pending the Company Petition 57/23, a rights issue was proposed by the Company in March 2023. Telsonic Holding AG therefore filed a Company Application No. 102 of 2023 in Company Petition 57/23 seeking a stay of the said rights issue. The rights issue was concluded by the Company on or about 27th March 2023. Telsonic Holding AG subscribed to the rights issue under protest; however it was not issued any shares on account of the prohibition contained in Rule 9(A) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 which inter alia prohibits the issue of rights shares to a shareholder whose shareholding has not been dematerialized.</p>	
	<p>(iii) The Hon'ble National Company Law Tribunal, Mumbai passed an Order dated 28th July, 2023 setting aside the rights issue of the Company in its entirety. The Company thereafter preferred an Appeal against the Order dated 28th July, 2023 with the Hon'ble National Company Law Appellate Tribunal, Delhi Bench which is also pending adjudication.</p>	
	<p>(iv) The allotment of rights shares under the rights issue concluded on 27th March 2023 and the Company utilized the subscription monies received by it in connection with its business shortly after March 2023. The Order dated 28th July, 2023 was passed in July 2023. In the above facts, the Company sought a legal opinion in connection with the preparation of its financial statements for financial year 2023-24 as regards the impact of the Order dated 28th July, 2023.</p>	
	<p>(v) Since the Appeal filed by the Company before the Hon'ble National Company Law Appellate Tribunal, Delhi Bench was yet had to be adjudicated, the Company was advised to (i) maintain status-quo as regards the shares issued and the deployment of subscription monies received by it; and (ii) ensure compliance of the Order of the Hon'ble National Company Law Tribunal, Mumbai by ensuring that all voting in respect of any resolutions at a shareholders' meeting should be done in accordance with the shareholding pattern as existing pre-rights issue.</p>	
	<p>(vi) The Company will therefore proceed on the basis of the shareholding as advised in the Order dated 28th July 2023 and further order dated 18th December 2024 as existing pre the rights issue to comply with the Order dated 28th July 2023 and to ensure that it will not violate the aforesaid Order.</p>	

ANNUAL REPORT 2024-2025



Roop Ultrasonix Ltd.

	<p>(vii) The Company Petition No. 57 of 2023 has been filed u/s 241 and 242 of The Companies Act, 2013 (“the Act”) before the Hon’ble National Company Law Tribunal, (‘NCLT’), Mumbai against the Company and its present promoters by Telsonic Holding AG (“CP”). Telsonic Holding AG is a shareholder of the Company purportedly holding 38.45% of the issued and paid-up share capital of the Company (pre-rights issue). The above shareholding of Telsonic Holding AG has been disputed by the Company by filing Company Petition No. 97 of 2024 and Company Application No. 362 of 2024 in the CP before the NCLT, Mumbai. The above Company Petition No. 97 of 2024 and Company Application No. 362 of 2024 are pending adjudication.</p>	
	<p>(viii) In the pendency of the above CP, a rights issue was proposed by the Company. Telsonic Holding AG filed a Company Application No. 102 of 2023 seeking a stay of the right issue. The rights issue was concluded by the Company on or about 27th March 2023. Telsonic Holding AG subscribed to the rights issue under protest. Telsonic Holding AG was not issued any shares pursuant to the rights issue. The above was on account of the prohibition contained in Rule 9(A) of the Companies (Prospectus and Allotment of Securities) Rules, 2014. The above Rule inter alia prohibits the issue of rights shares to a shareholder whose shareholding has not been dematerialized.</p>	
	<p>(ix) The Hon’ble NCLT passed an Order dated 28th July, 2023 setting aside the rights issue in its entirety (“Order”). The Company has preferred an Appeal against the said Order with the Hon’ble National Company Law Appellate Tribunal, Delhi Bench (‘NCLAT’). The same is pending adjudication.</p>	
	<p>(x) It is pertinent that the rights issue stood concluded on 27th March 2023. The allotment of rights shares under the rights issue stood concluded on 30th March 2023. The subscription monies received by the Company had been utilized in connection with the business of the Company a little after March 2023. The Order setting aside the rights issue in its entirety was passed in July 2023. In the above facts, during the pendency of the above Appeal, the Company sought a legal opinion in connection with the preparation of its financial statements for financial year (FY) 2023-24 as regards the impact of the aforesaid Order.</p>	
	<p>(xi) The Company was advised to maintain status-quo as regards the shares issued and the deployment of monies received. This advice was given as the Company’s Appeal yet had to be adjudicated. Pending the above adjudication, the Company was advised to ensure compliance of the above Order of the NCLT by ensuring that all voting in respect of any resolution at a shareholders meeting be done in accordance with the shareholding pattern as existing pre-rights issue.</p>	
	<p>(xii) The Company will proceed on the basis of the shareholding as advised under the Hon’ble NCLT order dated 28th July 2023 and further Order dated 18th December 2024 as existing prior to the rights issue concluded in March 2023. This is being specifically done to comply with the aforesaid Order. The Company is proceeding in the manner aforesaid to ensure that it will not violate the aforesaid Order.</p>	
2	<p>An amount of Rs. 7.89 lacs being unpaid dividend up to FY 2016-17 were not transferred to the Investor Education and Protection Fund by the Company. It is informed that due to technical error Company could not transfer the same.</p>	<p>The Company is unable to transfer unpaid and unclaimed dividends for previous years to IEPF due to technical issues faced on MCA website. However the Company Continue to make diligent efforts to complete this transfer to IEPF.</p>



➤ **DIRECTORS RESPONSIBILITY STATEMENT:**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3) (c) of the Act:

- (a) that in the preparation of the annual accounts for the year ended March 31, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) that such accounting policies as mentioned in Note 1 to the annual accounts have been selected and applied consistently and judgements and estimates that are reasonable and prudent made so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended on March 31, 2025 and of the profit of the company for that year;
- (c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the company and to prevent and detect fraud and other irregularities;
- (d) that the Annual accounts for the year ended March 31, 2025 have been prepared on a going concern basis.
- (e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- (f) that system to ensure compliance with the provisions of all applicable laws were in place and were adequate and were operating effectively.

➤ **RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Since all related party transactions entered into by the Company were in the ordinary course of business and were on an arm's length basis and the same is as per the Notes to the Audited Financial Statements which are in self-explanatory in nature. The disclosures of related party transaction is in Form AOC-2 which is enclosed as “**Annexure – 3**” of this Report.

➤ **INSURANCE:**

The Properties and Assets of the Company are adequately insured.ny are adequately insured.

➤ **CREDIT RATING:**

There were no changes in the Credit Rating of the Company as on March 31, 2025.

➤ **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

As the members are aware that since past few years the Company is having the litigations with its foreign shareholders group – Telsonic. The members are requested to refer the “**Annexure 4**” for the details of the litigations and the progress during the year under review.

➤ **CONSOLIDATED FINANCIAL STATEMENTS:**

The Consolidated Financial Statements of the Company prepared in accordance with relevant Accounting Standards (AS) viz. AS 21, AS 23 and AS 27 issued by the Institute of Chartered Accountants of India form part of this Annual Report.

➤ **SECRETARIAL STANDARDS:**

The Company has complied with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

➤ **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN 31ST MARCH, 2025 (THE END OF FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATED) AND 29TH OCTOBER, 2025 (DATE OF THE REPORT):**

Except as reported, there have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between 31st March, 2025 (the end of financial year of the company to which the financial statements related) and 29th October, 2025 (date of the report).

➤ **CHANGE IN THE NATURE OF BUSINESS, IF ANY:**

There was no change in the nature of business of the Company.

➤ **DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

The Company has sound systems of internal controls and checks which are supplemented by audit at regular intervals, commensurate with the size of the business and nature of its operation.

The directors have laid down Internal Financial Controls and procedures for 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 and to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

➤ **DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

In line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has set up 'POSH Committee' (Prevention of Sexual Harassment Committee) at its workplaces. No complaints have been received during the year 2024-2025.

Details of Sexual Harassment cases during the year under review are as under :

Sr.no.	Particulars	Details
1.	Number of Sexual Harassment Complaints received	NIL
2.	Number of Sexual Harassment Complaints disposed off	N.A.
3.	Number of Sexual Harassment Complaints pending beyond 90 days.	N.A.

➤ **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY:**

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Act, wherever applicable, are given in the notes to financial statements.

The Company being in manufacturing and Selling of Ultrasonic Equipment's, it does not fall under Section 186(11) of the Companies Act, 2013.

➤ **ANNUAL RETURN:**

In accordance with Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on 31st March, 2025 is available on the Company's website www.rtulgroup.com. The complete return shall be available on the website on filing with the Registrar of Companies, Ministry of Corporate ("MCA").

➤ **RISKS MANAGEMENT AND CONCERNS:**

The Company has a risk management policy, which from time to time, is reviewed by the Board of Directors. The Policy is reviewed by assessing the threats and opportunities that will impact the objectives set for the Company as a whole. The Policy is designed to provide the categorization of risk into threat and its cause, impact, treatment and control measures. As part of the Risk Management Policy, the relevant parameters for all manufacturing sites are analyzed to minimize risk associated with protection of environment, safest of operations and health of people at work and monitored regularly with reference to statutory regulations and guidelines defined by the Company. The Company fulfills its legal requirements concerning emission, waste water and waste disposal. Improving work place safety continued to be top priority at all manufacturing sites.

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

NotApplicable.

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

NotApplicable.

➤ **DEPOSITS:**

The Company do not have and have not raised any deposit falling under the purview of Section 73 of the Act, and the rules made there under.

➤ **TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:**

The Company is unable to transfer unpaid and unclaimed dividends for previous years to IEPF due to technical issues faced on MCA website. However the Company Continue to make diligent efforts to complete this transfer to IEPF.

➤ **MANAGERIAL REMUNERATION:**

- (A) There are no employees whose salary exceeded Rs. 8,50,000/- month or Rs.1,02,00,000/- per year as required pursuant to 5 (2) of the companies (Appointment and remuneration of managerial personnel) Rules, 2014.
- (B) The information of top ten employees in terms of remuneration drawn is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company in this regards.

➤ **ACKNOWLEDGEMENTS:**

We thank our distributors, clients, vendors, investors and bankers for their continued support during the year. We place on record our appreciation of the contribution made by employees at all levels. Our consistent growth was made by their hard work, solidarity, cooperation and support. We thank the Government of India particularly the Customs & GST Departments, the Income Tax Departments, the Ministry of Finance, the Reserve Bank of India, the State Governments and other government agencies for their support and look forward to their continued support in the future.

➤ **CAUTIONARY STATEMENT:**

Statements in the Board's Report describing the Company's objectives, expectations or forecasts may be moderate-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

ROOP ULTRASONIX LIMITED
For and on behalf of the Board of Directors

Place: Mumbai.
Date: 29th October, 2025

Dr. A. S. Trivedi	Rupa Anant Trivedi
Director	Whole-time Director
DIN: 00575030	DIN: 00370081

Registered Office:

A/41, Nand Kishore Industrial Estate, Off Mahakali Caves Road, Andheri (East), Mumbai - 400 093.

Corporate Office:

803-C, 32, Corporate Avenue, Mahal Industrial Estate, Off Mahakali Caves Road, Andheri (East), Mumbai - 400 093.

ANNEXURE 1

INFORMATION RELATING TO ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGO FORMING PART OF DIRECTORS' REPORT IN TERMS OF SECTION 134(3) (m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014
For the year ended 31.03.2025

(A) Energy Conservation:

Energy conservation continues to be an active focus area for your Company since it is not only a major cost in the manufacturing process but, more importantly, a significant part of your Company's corporate social responsibilities. Your Company has taken several initiatives at each location in order to conserve energy which is in line with our policy of conservation of natural resources.

(i) The step taken or impact on conservation of energy:

New R&D options for conservation of energy envisaged and it is process of implementation.

(ii) The steps taken by the Company for utilizing alternate source of energy :

The Company exploring to generate and store power using sound waves this is still at preliminary levels and some resources will be allocated soon.

(iii) The capital investment on energy conservation equipment's :

here is no capital investment on energy conservation equipment's during the year under review.

(B) Technology absorption, adaptation and innovation:

1) **Efforts, in brief, made towards technology absorption, adaptation and innovation –** Training sessions being conducted.

2) **Benefits derived like product improvement, cost reduction, product development or import substitution –** We have improved quality of our products.

3) **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year:** There is no import of technology under review.

4) The expenditure incurred on Research & Development (R&D):

R & D of new services, designs, processes and methodologies continue to be of importance to us. This allows us to enhance quality, productivity and customer satisfaction through continuous innovation.

a) Specific areas in which R & D is carried out by the company:

Multi frequency cleaning, Ultrasonic Sonochemical Processors, Digital Equipment's, New Digital Welding and Cleaning Generators, etc.

b) Benefits derived as a result of R & D activity:

Our performance has increased and we are achieving expertise in our equipments. Our Company is supporting innovations as per new Government's Policies to make India Self Reliant.

c) Future Plan of actions:

There will be continuous focus on and increased investment in the above R & D activities.

d) Expenditure on R & D :

Particulars	2024-2025 (Rs. in Lakhs)	2023-2024 (Rs. in Lakhs)
Revenue expenditure	96.99	94.81
Total R & D expenditure as a % of total turnover	1.60%	1.41%

(c) Foreign Exchange Earnings and Outgo:

The Foreign exchange outgo for the year:

Particulars	2024-2025 (Rs. in Lakhs)	2023-2024 (Rs. in Lakhs)
Goods imported - CIF value	661.96	749.72
Dividend	-	-
others	130.28	83.97

The Foreign exchange earnings for the year:

Particulars	2024-2025 (Rs. in Lakhs)	2023-2024 (Rs. in Lakhs)
Earning in Foreign Exchange (FOB basis)	1,385.68	1,112.03

ROOP ULTRASONIX LIMITED
For and on behalf of the Board of Directors

Place: Mumbai.
Date: 29th October, 2025

Dr. A. S. Trivedi
Director
DIN: 00575030

Rupa Anant Trivedi
Whole-time Director
DIN: 00370081



ANNEXURE-2

ANNUAL REPORT ON CSR (CORPORATE SOCIAL RESPONSIBILITIES) ACTIVITIES FOR FINANCIAL YEAR 2024-25

1 Brief outline on CSR Policy of the Company.

The CSR policy of the Company lays down the guidelines to make CSR a key business process for sustainable development of the society. The CSR policy also encompasses the scope of CSR activities of the Company.

2 Composition of CSR Committee.

As per Section 135(9) of the Companies Act, 2013 (Inserted by the Companies (Amendment) Act, 2020. Notification dated 28th September, 2020., amendment Effective from 22nd January 2021), the Company was not required to form CSR committee during the year 2024-2025, as the total CSR obligation of the Company for the year ended March, 2025 was Rs. 14.27. Lakh which is less than Rs. 50 lakh. the CSR Committee was dissolved. Hence, the Board of Directors are discharging the function of CSR committee.

SL. No	Name of the Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR committee attend during the year
	N.A.	N.A.	N.A.	N.A.

3 Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company.:

Details of , CSR Policy and CSR Projects approved by the board are disclosed on www.rtulgroup.com

4 Provide the executive summary along with web-link(s) of Impact assesment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy)Rules,2014, ifapplicable (attach the report) :

Not Applicable for the financial year under review. The Company will carry out impact assessment of projects undertaken after January 22, 2021, if applicable, and will provide details of the same as part of its future reports as required pursuant to rule 8(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014.)

5 (a) Average net profit of the company as per sub-section (5) of section 135.

Rs 622.77 Lakhs.

(b) Two percent of average net profit of the company as per sub-section (5) of section 135.

Rs. 12.46 Lakhs.

(c) Surplus arising out of the CSR Project or programmes or activities of the previous Financial year.

Rs. NIL.

(d) Amount required to be set-off for the Financial year, if any.

Rs. NIL.

(e) Total CSR obligation for the Financial year (2023-2024) [(b)+(c)-(d)]

Rs. 12.46 Lakhs.



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Roop Ultrasonix Ltd.

6 (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).

Rs. 15 Lakhs.

(b) Amount spent in Administrative Overheads.

NIL

(c) Amount spent on Impact Assessment, if applicable

NIL

(d) Total amount spent for the Financial year [(a)+(b)+(c)].

Rs. 15. Lakhs.

(e) CSR amount spent or unspent for the Financial year.

Total Amount Spent for the Financial Year. (in Rs.) lakhs	Amount Unspent (in Rs.) lakhs				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.	Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.			
	Amount (in Rs.)	Date of Transfer.	Name of fund	Amount (in Rs.)	Date of Transfer.
15.00 Lakhs	₹ 0.00	N.A	SS TRIVEDI FOUNDATION	₹ 15.00	26/06/2024 & 09/09/2024

(f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (in ₹) in lakhs
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135.	₹ 12.46
(ii)	Total amount spent for the Financial Year	₹ 15.00
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	₹ 2.54
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any,	NIL
(v)	Amount available for set off in succeeding Financial Years [(iii)- (iv)]	₹ 2.54

7 Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years

1 Sl. No.	2 Preceding Financial Year(s)	3 Amount transferred to Unspent CSR Account under sub-section (6) of section 135. (in Rs.)	4 Balance Amount in Unspent CSR Account under sub-section (6) of section 135. (in Rs.)	5 Amount spent in the Financial Year (in Rs.)	6 Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135. if any		7 Amount remaining to be spent in succeeding Financial Years (in Rs.)	8 Deficiency, any if
					Amount (in Rs.)	Date of Transfer.		
1	FY-2 (2021-2022)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2	FY-3(2022-2023)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
3	FY-3(2023-2024)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

8 Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Yes
 No

If Yes, enter the number of Capital assets created / acquired : N.A.

₹ 0.00

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

NIL

1 Sl. No.	2 Short particulars of the property or asset(s) [including complete address and location of the property]	3 Pincode of the property or asset(s)	4 Date of creation	5 Amount of CSR amount spent Rs. in Lakhs)	6 Details of entity / Authority / under whose name such capital asset is registered beneficiary		
					CSR Registration Number, if applicable	Name	Registered Address

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office / Municipal Corporation / Gram Panchayat are to be specified and also the area of the immovable property as well as boundaries)

9 Specify the reason(s), if the company has failed to spend two percent of the average net profit as per sub-section(5) of section 135.: Not Applicable

For and on behalf of the board of directors

Place : Mumbai
Date 29th October, 2025

Dr. Anant S. Trivedi
Chairman & Director
DIN: 00575030

Rupa A. Trivedi
Whole-time Director
DIN: 00370081

ANNEXURE 3

FORM AOC- 2

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

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

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

There are no contracts or arrangements or transactions which are not Arm's length basis. – NIL

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

Sr. No.	Name of Related Party and nature of transactions	Nature of contract /arrangement /transactions	Duration of the contract / arrangement / transactions	Salient terms of contract /arrangement /transactions, including value, if any	Date (s) of approval by the Board	Advances, if any
1	RTUL Ultrasonix (Thailand) Co. Ltd.	Sale of goods & AMC of Rs. 27.01. lacs	Ongoing	Price determined based on negotiation from time to time.	26-04-2024	Nil
2	RTUL Ultrasonix SDN. BHD.	Sale of goods & AMC of Rs. 45.78. lacs	Ongoing	Price determined based on negotiation from time to time.	26-04-2024	Nil
3	RTUL Ultrasonix INC.	Sale of goods & AMC of Rs. 203.53 lacs	Ongoing	Price determined based on negotiation from time to time.	11-07-2024	Nil
4	Kay Impex Pvt Ltd	Purchase of Goods and Services of Rs. 28.13 lacs	Ongoing	Price determined based on negotiation from time to time.	26-04-2024	Nil
5	Mrs. Rupa A. Trivedi	Rent paid of Rs 6.69. lacs	Ongoing	Term as per lease rent agreement dated 01 st September, 2021 for period of 36 English calendar month from 01 st Sept, 2021 to 31 st August, 2024.	21-08-2021	Nil
				Term as per lease rent renewal of agreement dated 01 st September, 2024 for period of 36 English calendar month from 01 st Sept, 2024 to 31 st August, 2027.	26-08-2024	
6	Mr. Aditya A. Trivedi	Appointment of Relative to office or place of profit as Vice president Remuneration paid of Rs. 56.49 lacs	Ongoing	As terms and conditions as may be mutually agreed by Mr. Aditya Trivedi and Board of Directors.	26-04-2024	Nil

For and on behalf of the board of directors

Place : Mumbai
Date 29th October, 2025

Dr. Anant S. Trivedi
Chairman & Director
DIN: 00575030

Rupa A. Trivedi
Whole-time Director
DIN: 00370081

Share Capital

The Authorised Share Capital of the Company is 97,50,000 equity shares of Rs.10/- each aggregating to 975 Lakhs (Indian Rupees Nine Hundred Seventy-Five Lakhs Only). As on 31st March, 2025, the existing Paid-Up Share Capital (pre-rights issue) of the Company stood at 34,83,262 equity shares of Rs.10/- each aggregating to Rs. 348.32 Lakhs (Indian Rupees Three Hundred Forty-Eight Lakhs and Thirty-Two Thousand Only) and the Paid-up Share Capital (post rights issue which is currently sub-judice) of the Company stood at 69,66,524 equity shares of Rs.10/- each aggregating to Rs. 696.65 Lakhs (Indian Rupees Six Hundred and Ninety Six Lakhs Only) . The money received in respect of the said rights issue is currently refundable in light of the Order dated 28th July 2023.

Significant and material orders passed by the Regulators or Courts

1. The Company Petition No. 57 of 2023 ("CP") has been filed u/s 241 and 242 of The Companies Act, 2013 ("the Act") before the Hon'ble National Company Law Tribunal, ('NCLT'), Mumbai against the Company and its present Directors by Telsonic Holding AG. Telsonic Holding AG is a shareholder of the Company purportedly holding 38.45% of the issued and paid-up share capital of the Company (pre-rights issue).
2. In the pendency of the above CP, a rights issue was proposed by the Company. Telsonic Holding AG filed a Company Application No. 102 of 2023 seeking a stay of the right issue. The rights issue was concluded by the Company on 27th March 2023 which is well before the FY ended as on 31st March, 2023. Telsonic Holding AG being one of the shareholders, also participated in the rights issue under protest. However, as per the Company's record Telsonic Holding AG's shares were not dematerialised. Hence, in accordance and in compliance with the provisions contained in Rule 9(A)(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company was unable to issue any shares under the rights issue to the Telsonic Holding AG.
3. The Hon'ble NCLT passed an Order dated 28th July, 2023 setting aside the rights issue in its entirety ("**Order**"). The Company has preferred an Company Appeal (AT) 187 of 2023 against the said Order with the Hon'ble National Company Law Appellate Tribunal, Delhi Bench ("**NCLAT**"). The same is pending adjudication.
4. It is pertinent that the rights issue stood concluded on 27th March 2023. The subscription monies received by the Company had been used for the purpose of the business of the Company. The Order setting aside the rights issue in its entirety was passed in 28th July 2023. In view of the above facts, during the pendency of the above Appeal with Hon'ble NCLAT, the Company sought a legal opinion in connection with the preparation of its financial statements for financial year (FY) 2023-24 as regards the impact of the aforesaid Order.
5. The Company was advised to maintain status-quo as regards the shares issued and the deployment of monies received. This advice was given as the Company's Appeal yet had to be adjudicated. Pending the above adjudication, the Company was advised to ensure compliance of the above Order of the NCLT, Mumbai by ensuring that all voting in respect of any resolution at a shareholders meeting be done in accordance with the shareholding pattern as existing pre-rights issue.
6. During the pendency of the Appeal before the Hon'ble NCLAT, Telsonic Holding AG demanded that the Company certify its shareholding as existing pre the rights issue. Since the above shareholding had been issued to the Telsonic Group from mid 1990's, Telsonic Holding AG was requested to provide certain information. The above is detailed in the correspondence between the Company and Telsonic Holding AG. Telsonic Holding AG did not provide the information requested. The Company therefore went through its records for the last approximately 30 years. The above showed that only 0.73% of the shareholding was in the name of 'Telsonic Holding AG'. The balance 37.72 % was in the name of 'Telsonic AG'.

7. Despite the position above, the Annual Returns of the Company (from FY 2007-2008) reflected the shareholding of 'Telsonic Holding AG' at 38.45% whereas the Annual Reports of the Company (excluding FY 2022-23) reflected the shareholding of 'Telsonic AG' at 38.45%. A perusal of the Company's records, showed that the discrepancy between the records and Annual report (excluding FY 22-23) on the one hand, and the Annual Returns of the Company on the other, was essentially on account of mis-representations made by the Telsonic Group. It is further pertinent to note that the change from 'Telsonic AG' to 'Telsonic Holding AG' in the Annual Returns of the Company in FY 2007-2008 was made by the Company in good faith on the basis of statements contained in the email of Telsonic Group dated 12th October 2005 though no documents to substantiate the same were provided.
8. The Company therefore filed Interim Application No. 3350 of 2024 in the Appeal filed before the Hon'ble NCLAT and placed the above facts on record. The Company also filed Company Application No. 362 of 2024 in the CP before the Hon'ble NCLT, Mumbai to challenge the maintainability of the CP. The Company also filed Company Petition No. 97 of 2024 before the Hon'ble NCLT, Mumbai for rectification of its Register of Members. All the above proceedings are pending adjudication before the Hon'ble NCLAT as also the Hon'ble NCLT, Mumbai respectively.
9. Pending the above adjudication, the Company, as advised, will proceed on the basis of the shareholding as directed under the Hon'ble NCLT Order dated 28th July 2023 and further order dated 18th December 2024 as existing prior to the rights issue concluded in March 2023.

ROOP ULTRASONIX LIMITED
For and on behalf of the Board of Directors

Place: Mumbai.
Date: 29th October, 2025

Dr. A. S. Trivedi
Director
DIN: 00575030

Rupa Anant Trivedi
Whole-time Director
DIN: 00370081



**PARIKH & PARIKH
CHARTERED ACCOUNTS**
42, Dahanukar Building, 2nd Floor,
480, Kalbadevi Road,
Opp. Round Building, Mumbai-400 002.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ROOP ULTRASONIX LIMITED (Formerly Known as ROOP TELSONIC ULTRASONIX LIMITED)

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **ROOP ULTRASONIX LIMITED (Formerly Known as ROOP TELSONIC ULTRASONIX LIMITED)** (“the Company”), which comprise the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information. (hereinafter referred to as “Standalone Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting Standards prescribed under section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014, and other accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2025;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date;
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (“the Act”). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other 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 on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of significance in our audit of the financial statements of the current year. These matters were addressed, in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters except as under:

1. Company Petition No. 57 of 2023 is filed against the Company and its present promoters by Telsonic Holding AG (who is one of the shareholders' of the Company purportedly holding 38.45% of the issued and paid-up share capital of the Company (pre-rights issue)) under Sections 241 and 242 of The Companies Act, 2013 ("Act") before the Hon'ble National Company Law Tribunal, Mumbai ("Company Petition 57/23"). Telsonic Holding AG's shareholding of 38.45% of the issued and paid-up share capital of the Company (pre-rights issue) has been disputed by the Company by filing another Company Petition No. 97 of 2024 for rectification of its Register of Members before the Hon'ble National Company Law Tribunal, Mumbai and Company Application No. 362 of 2024 in Company Petition 57/23 challenging the maintainability of the Company Petition 57/23 before the Hon'ble National Company Law Tribunal, Mumbai. Both the said Company Petition and Company Application are pending adjudication before the Hon'ble National Company Law Tribunal, Mumbai.
2. Pending the Company Petition 57/23, a rights issue was proposed by the Company in March 2023. Telsonic Holding AG therefore filed a Company Application No. 102 of 2023 in Company Petition 57/23 seeking a stay of the said rights issue. The rights issue was concluded by the Company on or about 27th March 2023. Telsonic Holding AG subscribed to the rights issue under protest; however it was not issued any shares on account of the prohibition contained in Rule 9(A) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 which inter alia prohibits the issue of rights shares to a shareholder whose shareholding has not been dematerialized.
3. The Hon'ble National Company Law Tribunal, Mumbai passed an Order dated 28th July, 2023 setting aside the rights issue of the Company in its entirety. The Company thereafter preferred an Appeal against the Order dated 28th July, 2023 with the Hon'ble National Company Law Appellate Tribunal, Delhi Bench which is also pending adjudication.
4. The allotment of rights shares under the rights issue concluded on 27th March 2023 and the Company utilised the subscription monies received by it in connection with its business shortly after March 2023. The Order dated 28th July, 2023 was passed in July 2023. In the above facts, the Company sought a legal opinion in connection with the preparation of its financial statements for financial year 2023-24 as regards the impact of the Order dated 28th July, 2023.
5. Since the Appeal filed by the Company before the Hon'ble National Company Law Appellate Tribunal, Delhi Bench was yet had to be adjudicated, the Company was advised to (i) maintain status-quo as regards the shares issued and the deployment of subscription monies received by it; and (ii) ensure compliance of the Order of the Hon'ble National Company Law Tribunal, Mumbai by ensuring that all voting in respect of any resolutions at a shareholders' meeting should be done in accordance with the shareholding pattern as existing pre-rights issue.
6. The Company will therefore proceed on the basis of the shareholding as advised in the Order dated 28th July 2023 and further order dated 18th December 2024 as existing pre the rights issue to comply with the Order dated 28th July 2023 and to ensure that it will not violate the aforesaid Order.

Information Other than the Standalone Financial Statements and Auditors' Report Thereon

The Company's Board of Directors is responsible for the other information. The other information obtained at the date of this auditor's report is other information included in Board of Directors Annual Report including Annexures to such report but does not include the Standalone Financial Statements and our Auditor's Report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position and financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management 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 is also responsible for overseeing the Company's financial reporting process.

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

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

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

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

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(l) of the Act, 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 Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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 Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- (c) The Balance Sheet, and the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a Director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls with respect to Financial Statements, refer to our separate Report in '**Annexure A**'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended;

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors during the year is in accordance with the provisions of Section 197 of the Act.

- (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) 1). The Company Petition No. 57 of 2023 has been filed u/s 241 and 242 of The Companies Act, 2013 ("the Act") before the Hon'ble National Company Law Tribunal, ('NCLT'), Mumbai against the Company and its present promoters by Telsonic Holding AG ("CP"). Telsonic Holding AG is a shareholder of the Company purportedly holding 38.45% of the issued and paid-up share capital of the Company (pre-rights issue). The above shareholding of Telsonic Holding AG has been disputed by the Company by filing Company Petition No. 97 of 2024 and Company Application No. 362 of 2024 in the CP before the NCLT, Mumbai. The above Company Petition No. 97 of 2024 and Company Application No. 362 of 2024 are pending adjudication.
- 2). In the pendency of the above CP, a rights issue was proposed by the Company. Telsonic Holding AG filed a Company Application No. 102 of 2023 seeking a stay of the right issue. The rights issue was concluded by the Company on or about 27th March 2023. Telsonic Holding AG subscribed to the rights issue under protest. Telsonic Holding AG was not issued any shares pursuant to the rights issue. The above was on account of the prohibition contained in Rule 9(A) of the Companies (Prospectus and Allotment of Securities) Rules, 2014. The above Rule inter alia prohibits the issue of rights shares to a shareholder whose shareholding has not been dematerialized.
- 3) The Hon'ble NCLT passed an Order dated 28th July, 2023 setting aside the rights issue in its entirety ("Order"). The Company has preferred an Appeal against the said Order with the Hon'ble National Company Law Appellate Tribunal, Delhi Bench ('NCLAT'). The same is pending adjudication.
- 4) It is pertinent that the rights issue stood concluded on 27th March 2023. The allotment of rights shares under the rights issue stood concluded on 30th March 2023. The subscription monies received by the Company had been utilized in connection with the business of the Company a little after March 2023. The Order setting aside the rights issue in its entirety was passed in July 2023. In the above facts, during the pendency of the above Appeal, the Company sought a legal opinion in connection with the preparation of its financial statements for financial year (FY) 2023-24 as regards the impact of the aforesaid Order.

5) The Company was advised to maintain status-quo as regards the shares issued and the deployment of monies received. This advice was given as the Company's Appeal yet had to be adjudicated. Pending the above adjudication, the Company was advised to ensure compliance of the above Order of the NCLT by ensuring that all voting in respect of any resolution at a shareholders meeting be done in accordance with the shareholding pattern as existing pre-rights issue.

i) The Company will proceed on the basis of the shareholding as advised under the Hon'ble NCLT order dated 28th July 2023 and further Order dated 18th December 2024 as existing prior to the rights issue concluded in March 2023. This is being specifically done to comply with the aforesaid Order. The Company is proceeding in the manner aforesaid to ensure that it will not violate the aforesaid Order.

(ii) The Company does not have any long-term contracts including derivative contracts for which there are any material foreseeable losses.

(iii) An amount of Rs. 7.89 lacs being unpaid dividend up to FY 2016-17 were not transferred to the Investor Education and Protection Fund by the Company. It is informed that due to technical error Company could not transfer the same.

(iv) (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediates"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, directly or indirectly lend or invest in other persons entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the notes to accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the Understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) of Rule 11(e), as provided under h (iv) (a) and (b) above, contain any material misstatement.

(v) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from April 01, 2023.

Based on our examination the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further during the course of our audit, we did not come across any instances of audit trail future being tampered with in respect of other accounting software where the audit trail has been enabled.



Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in the previous year as stated in Note 42 to the financial statements.

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

**FOR PARIKH & PARIKH
CHARTERED ACCOUNTANTS
FRN: 107526W**

**(MILAN G. PARIKH)
PROPRIETOR
M. NO. 038557
UDIN:25038557BMHZEV3652**

**PLACE: MUMBAI
DATE : 29th October, 2025**



ANNEXURE: A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(f) under paragraph "Report on Other Legal and Regulatory Requirements" of the Independent Auditors' Report of even date)

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Act.

We have audited the internal financial controls over financial reporting of the **ROOP ULTRASONIX LIMITED (Formerly Known as ROOP TELSONIC ULTRASONIX LIMITED)** ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone 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") issued by ICAI 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. 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 were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system 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 purposes 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 reflected the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the 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.

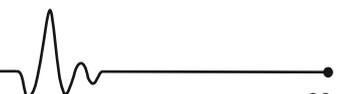
Opinion:

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 March 31, 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 PARIKH & PARIKH
CHARTERED ACCOUNTANTS
FRN: 107526W**

**(MILAN G. PARIKH)
PROPRIETOR
M. NO. 038557
UDIN:25038557BMHZEV3652**

**PLACE: MUMBAI
DATE : 29th October, 2025**



“ANNEXURE B” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 2 under paragraph “Report on Other Legal and Regulatory Requirements” of the Independent Auditors’ Report of even date to the financial statement of the Company for the year ended 31st March, 2025)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that

- (i) (a) (A) The Company has maintained proper records showing full particulars, including Quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) There is a regular program of physical verification of Property, Plant & Equipment which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies have been noticed in respect of the assets physically verified during the year.
- (c) Based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds, of all the immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in Property, Plant and Equipment are held in the name of the Company as at the balance sheet date. In respect of immovable properties where the Company is the lessee, the lease agreements are duly executed in favour of the lessee (including cases where the lease contract is in the process of being renewed).
- (d) The Company has not revalued its Property, Plant and Equipment and intangible assets during the year.
- (e) No proceedings have been initiated or are pending against the Company as at 31st March, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories.
- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of five crores rupees, in aggregate, from the bank on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly statements filed by the Company with such bank are in agreement with the books of account of the Company except as follows: .

(Rs. In Lacs)						
Quarter	Name of Bank	Particulars	Amount as per books of account	Amount as reported in the quarterly return/statement	Amount of Difference	Whether return/state ment subsequently rectified
Q 1 June 2024	Central Bank of India	Inventories	1,443	1,445	(2)	No
		Trade Receivables	405	578	(173)	
		Trade Payables	233	430	(197)	
Q 2 September 2024	Central Bank of India	Inventories	1,365	1,445	(80)	No
		Trade Receivables	360	371	(12)	
		Trade Payables	354	333	21	
Q 3 December 2024	Central Bank of India	Inventories	1,388	1,445	(57)	No
		Trade Receivables	395	403	(8)	
		Trade Payables	508	416	92	
Q 4 March 2024	Central Bank of India	Inventories	1,388	1,445	(57)	Yes
		Trade Receivables	726	448	277	
		Trade Payables	512	390	122	

(iii) According to the information and explanations given to us and based on the audit procedures conducted by us, The Company has made investments in subsidiary companies, in respect of which the requisite information is as below.

(a) The Company has granted loans and/or advances in the nature of loans, secured or unsecured to subsidiary companies during the year in respect of which the requisite information is below: The Company has not provided any loans and/or advances in the nature of loans, secured or unsecured to firms, limited liability partnership or other parties during the year. The Company has not provided any guarantee or security to any entity.

Particulars	Investments	Loans	Advances in nature of loans
	(Rs. in Lacs)	(Rs. in Lacs)	(Rs. in Lacs)
Aggregate amount during the year			
- Others	0.00	0.00	0.00
Balance Outstanding as at Balance Sheet date			
- Others (Subsidiaries)	163.77	313.39	0.00

(b) In our opinion and the terms and conditions of the grant of loans and advances in the nature of loans provided during the year are, prima facie, not prejudicial to the interest of 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, in the case of loans and advances in the nature of loan given, in our Opinion the repayment of principal and payment of interest (where applicable) has not been stipulated.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans and advances in the nature of loan given since the repayment is not stipulated.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, loan or advance in the nature of loan granted falling due during the year, has been renewed or extended as per mutual understanding. There is no fresh loans granted to settle the overdues of existing loans given to same parties.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

(iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in respect of investments made and loans, guarantees and security given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.

(v) The Company has not accepted any deposits from the public covered under provisions of Sections 73, 74, 75 and 76 or any other relevant provisions of the Act and the Rules framed there under to the extent notified. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government of India for the maintenance of cost records under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, customs duty, Goods and Service Tax, cess and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there is no, undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, customs duty, Goods and service tax, cess, and other material statutory dues, as applicable were in arrears as at 31st March 2025 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, the dues outstanding of income tax, wealth tax, service tax, sales tax, customs duty, GST, excise duty and cess on account of any dispute, are Nil:
- (viii) According to the records of the Company examined by us and the information and explanations given to us, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the Company has not been declared wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that 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 as defined under the Act.

- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) The company has not raised any money by way of an initial public offer or further public offer (including debt instruments).
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures during the year.
- (xi) (a) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
- (b) In absence of any suspected offence involving fraud being committed or having been committed, no report under sub-section (12) of section 143 of the companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the records of the Company examined by us and the information and explanations given to us, the Company has not received whistle blower complaints during the year.
- (xii) The Company is not a Nidhi Company as defined under section 406(1) of the Act and thus Nidhi Rules 2014 are not applicable to the Company.
- (xiii) The transactions entered by the Company with related parties are in compliance with section 177 and 188 of the Act. The details of all such transactions are disclosed in Notes to the Financial Statements as required under Accounting Standard 18, Related Party Disclosures.
- (xiv) The company is not required to carry internal audit as the company is not covered under definition of the private limited company mentioned in Section 138 of the Companies Act, 2013.
- (xv) In our opinion and according the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with him.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The Company has not conducted any Non-banking financial or Housing Finance activities.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (xvii) The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) In our opinion and according to the information and explanations given to us, Company has spent amount towards CSR expenses during the current year. There is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project.

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

**FOR PARIKH & PARIKH
CHARTERED ACCOUNTANTS
FRN: 107526W**

**(MILAN G. PARIKH)
PROPRIETOR
M. NO. 038557
UDIN:25038557BMHZEV3652**

**PLACE: MUMBAI
DATE : 29th October, 2025**



BALANCE SHEET AS AT 31.03.2025

PARTICULARS	Note No.	As At 31.03.2025 (Rs. In Lacs)	As At 31.03.2024 (Rs. In Lacs)
I EQUITIES AND LIABILITIES			
Share Holders' Funds			
Share Capital	2	696.65	696.65
Reserves and Surplus	3	5,169.64	4,847.64
			5,866.29
Non-Current Liabilities			
Long Term Borrowings	4	433.60	-
Deferred Tax Liabilities (Net)	5	61.70	33.43
Long Term Provisions	6	161.39	154.51
			187.94
Current Liabilities			
Short Term Borrowings	7	917.70	690.93
Trade Payables	8		
(A) total outstanding dues of micro enterprises and small enterprises: and		183.70	42.58
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		362.46	569.04
(C) Other Current Liabilities	9	596.31	596.32
			1,898.87
TOTAL		8,583.15	7,631.10
II ASSETS			
Non-Current Assets			
Property, Plant and Equipments:	10		
Tangible Assets		2,389.55	1,361.48
Intangible Assets		-	-
Capital work-in progress		-	-
Intangible Assets under Development		-	-
			1,361.48
Non-Current Investments	11	167.00	11.59
Long Term Loans and Advances	12	390.15	322.93
			334.52
Current Assets			
Inventories	13	1,387.93	1,564.59
Trade Receivables	14	1,026.29	930.88
Cash and Cash equivalents	15	2,922.06	3,124.93
Short Term Loans and Advances	16	268.84	299.45
Other Current Assets	17	31.33	15.25
			5,935.10
TOTAL		8,583.15	7,631.10
Notes (Including Significant Accounting Policies) Forming Part of the Financial Statements	1 - 44		

As per our Report of even date
For **PARIKH & PARIKH**
Chartered Accountants
FRN : 107526W

For and on behalf of the Board of Directors
ROOP ULTRASONIX LIMITED.
(Formerly known as ROOP TELSONIC ULTRASONIX LIMITED)
CIN : U33120MH1982PLC026800

Milan G. Parikh
Proprietor
M.No.:038557
UDIN : 25038557BMHZEV3652
Place : Mumbai
Date : 29th October, 2025

Dr. Anant S. Trivedi
Director
DIN : 00575030

Rupa A. Trivedi
Whole-time Director
DIN : 00370081

Place : Mumbai
Date : 29th October, 2025

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2025			
PARTICULARS	Note No.	FOR THE YEAR ENDED ON	
		31.03.2025 (Rs. In Lacs)	31.03.2024 (Rs. In Lacs)
Revenue from Operations	18	6,077.72	6,745.61
Other Income	19	186.84	113.15
Total Income		6,264.56	6,858.76
Expenses:			
Cost of Materials Consumed	20	2,729.27	3,055.92
Changes in Inventories of Finished Goods and Work-in-process	21	63.90	(45.41)
Employee Benefits Expenses	22	1,404.88	1,280.00
Other Expenses	23	1,314.02	1,408.98
Total Expenses		5,512.07	5,699.49
Earnings before interest, tax, depreciation and amortization (EBITDA)		752.49	1,159.27
Finance Costs	24	134.10	85.86
Depreciation and amortization Expenses	10	181.15	141.83
Profit before Tax		437.24	931.58
Tax Expense:			
Current Tax		90.00	190.00
Current Tax adjustment of earlier years		(3.03)	51.62
Deferred Tax	5	28.27	38.51
		115.23	280.13
Profit / (Loss) for the Year		322.00	651.45
Earnings per Equity Share: Basic and Diluted	25	4.62	9.35
Notes (Including Significant Accounting Policies) Forming Part of the Financial Statements	1 - 44		

As per our Report of even date
For **PARIKH & PARIKH**
Chartered Accountants
FRN : 107526W

For and on behalf of the Board of Directors
ROOP ULTRASONIX LIMITED.
(Formerly known as ROOP TELSONIC ULTRASONIX LIMITED)
CIN : U33120MH1982PLC026800

Milan G. Parikh
Proprietor
M.No.: 38557
UDIN : 25038557BMHZEV3652
Place : Mumbai
Date : 29th October, 2025

Dr. Anant S. Trivedi
Director
DIN : 00575030

Rupa A. Trivedi
Whole-time Director
DIN : 00370081

Place : Mumbai
Date : 29th October, 2025

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

Particulars	AS AT 31.03.2025 (Rs. In Lacs)	AS AT 31.03.2024 (Rs. In Lacs)
A. Cash Flow from Operating Activities		
Net Profit before taxation	437.24	931.58
Adjustments for:		
Depreciation on fixed assets	181.15	141.83
Finance Cost	134.10	85.86
Loss on Sale of Fixed Assets	-	2.83
Deduct:		
Dividend Received	(0.03)	(0.02)
Interest income	(94.53)	(56.27)
Operating Profit before Working Capital changes	657.92	1,105.81
Adjustments for :		
(Increase) / Decrease in inventories	176.65	(497.93)
(Increase) / Decrease in trade receivables	(95.41)	(44.77)
(Increase) / Decrease in loans and advances & other current assets	(52.68)	(19.28)
Increase / (Decrease) in trade payables & other current liabilities	(65.48)	44.89
Increase / (Decrease) in provisions	6.89	(194.83)
CASH GENERATED FROM OPERATIONS	627.89	393.89
Income tax Paid / Adjustments	(86.97)	(241.62)
Net Cash inflow from/ (outflow) from Operating activities	540.93	152.26
B. Cash Flow from Investing Activities		
Purchase of fixed assets	(1,209.21)	(262.24)
Investments in Subsidiaries Company	(155.41)	-
Sale of Fixed Assets	-	23.53
Interest received	94.53	56.27
Dividend received	0.03	0.02
Net Cash inflow from/ (outflow) from Investing activities	(1,270.05)	(182.42)
C. Cash Flow from Financing Activities		
Proceeds from issue of right equity shares	-	-
Paid to / Proceeds from shares application money	-	(296.09)
Loan Taken/Repayment of borrowings (Net)	660.36	(100.21)
Finance Cost	(134.10)	(85.86)
Dividend paid	-	-
Net Cash inflow from/ (outflow) from Financing activities	526.26	(482.15)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(202.86)	(512.31)
Add: Cash and cash equivalents as at 1st April	3,124.93	3,637.23
Cash and cash equivalents as at 31st March	2,922.06	3,124.93
Cash and cash equivalents comprises of:		
Cash on hand	9.27	6.76
Other Bank Balances	-	-
Current Accounts	2,056.34	2,278.14
Unpaid Dividend Accounts	22.96	23.17
Fixed Deposit Accounts	789.36	742.82
Margin on Bank Guarantees	44.14	74.04
	2,922.06	3,124.93

As per our report of even date
For PARIKH & PARIKH
Chartered Accountants
Firm Registration No. 107526W

Milan G. Parikh
Proprietor
Membership No. 038557
UDIN : 25038557BMHZEV3652
Place: Mumbai.
Date : 29th October, 2025

For and on behalf of the Board of Directors
ROOP ULTRASONIX LIMITED.
(Formerly known as ROOP TELSONIC ULTRASONIX LIMITED)
CIN : U33120MH1982PLC026800

Dr. Anant S. Trivedi
Director
DIN : 00575030

Rupa A. Trivedi
Whole-time Director
DIN : 00370081

Place: Mumbai.
Date : 29th October, 2025

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025.

Company overview

Roop Ultrasonix Ltd. (Formerly Known as Roop Telsonic Ultrasonix Ltd.) (the “Company”) is a company domiciled in India and incorporated under the provisions of the Companies Act, 1956 (the “Act”). The Company is in the business of manufacturing and sale of various ultrasonic equipments and its accessories. The Company is also engaged in providing services of the said equipments.

1. Significant Accounting Policies:**1.1 Basis of preparation of financial statement:**

These financial statements are prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) under the historical cost convention as also on accrual basis. These financial statements have been prepared to comply with the accounting standards prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014('the Accounting Standards') and the relevant provisions of the Act (to the extent notified). In the light of the first proviso to Section 129 (1) of the Act and Schedule III to the Act, the items and terms contained in these financial statements are in accordance with the Accounting Standards.

1.2 Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) in India requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of revenues and expenses during the year. Examples of such estimates includes provisions for doubtful receivables, employee benefits, provision for income taxes, the useful lives of the depreciable fixed assets and provision for impairment. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognized in the period in which the results are known / materialized.

1.3 Property, Plant and Equipment's (Tangible/Intangible):

(a) Land (Leasehold) is valued at cost less amortization.

(b) Other Fixed assets are carried at the cost of acquisition or construction, less accumulated depreciation/amortization. The cost of fixed assets includes taxes (other than those subsequently recoverable from tax authorities), duties, freight and other incidental expenses related to the acquisition and installation of the respective assets. Interest on borrowed funds directly attributable to the qualifying assets up to the period such assets are put to use, is included in the cost.

(c) Intangible nyassets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment loss, if any .



1.4 Depreciation and Amortization:

(a) Depreciation on property, plant and equipment is provided on straight line method over the useful lives and residual values of assets as prescribed under Part C of Schedule II of The Companies Act, 2013.

(b) Leasehold land is being amortized on the straight line method over the period of lease.

(c) Intangible assets viz. Deferred Revenue Expenditure is amortized on the straight line method over their estimated useful life of 5 years.

1.5 Impairment:

At Balance Sheet date, an assessment is done to determine whether there is any indication of impairment in the carrying amount of the Company's fixed assets. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount.

An assessment is also done at each Balance Sheet date whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased. If any such indication exists the asset's recoverable amount is estimated. The carrying amount of the fixed asset is increased to the revised estimate of its recoverable amount but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of impairment loss is recognized in the Statement of Profit and Loss.

After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

1.6 Revenue Recognition:

(a) Revenue from sale of goods is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. The amount recognized as sale is exclusive of GST and is net of returns.

(b) Revenue from service is recognized on rendering of services to customers.

(c) Dividend income is recognized when the right to receive payment is established.

(d) Interest income is recognized on the time proportion basis.

1.7 Lease accounting:

Where the company is lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.



1.8 Inventories:

(a) Raw materials, work in progress, finished goods, stores, spares, traded items and consumables are carried at the lower of cost and net realizable value. The comparison of cost and net realizable value is made on an item-by-item basis. Damaged, unserviceable and inert stocks are suitably depreciated.

(b) In determining cost of raw materials, traded items, stores, spares and consumables, weighted average cost method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

(c) Cost of finished goods and work-in-process includes the cost of raw materials, an appropriate share of fixed and variable production overheads, GST as applicable and other costs incurred in bringing the inventories to their present location and condition. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

1.9 Investments:

Long term investments are carried at cost. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary in the opinion of the management. Current investments are carried at cost. The comparison of cost and fair value is done separately in respect of each category of investments.

Profit and loss on sale of investments is determined on a first-in-first-out (FIFO) basis.

1.10 Transactions in Foreign Exchange:

(a) Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Profit and Loss Account of the year.

(b) Monetary assets and liabilities denominated in foreign currencies, which are outstanding as at the year end are translated at the closing exchange rate and the resultant exchange differences are recognized in the Profit and Loss Account. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

(c) The premium or discount on forward exchange contracts is recognized over the period of the contracts in the Profit and Loss Account.

1.11 Sundry Debtors:

Sundry debtors are stated after writing off debts considered as bad. Adequate provision is made for debts considered doubtful.

1.12 Employee Benefits:

A. Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

B. Post-Employment Benefits

Company's contribution to Recognized Provident fund is charged to Profit & Loss A/c.

The Company has taken a policy with LIC for the payment of gratuity. The premium on the policy is charged to Profit & Loss A/c in the year of payment.

1.13 Income Tax:

Tax expense comprises of current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961) & deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period).

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date.

Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each Balance Sheet date to reassess realization.

1.14 Provisions and Contingencies:

The Company creates a provision when there exists a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

1.15 Earnings Per Share:

The Basic and Diluted Earnings Per Share ("EPS") is computed by dividing the net profit after tax for the year by weighted average number of equity shares outstanding during the year.

1.16 Borrowing Costs:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

1.17 Proposed Dividend:

Dividend recommended by the Board of directors, pending approval at the Annual General Meeting, if any, is reflected in notes and accounted on distribution of Dividend among shareholders.

1.18 Research & Developments:

Revenue Expenditure on Research & Development is charged against the profit of the year in which it is incurred and capital expenditure is shown as additions to Fixed Assets.

1.19 Measurement of EBITDA:

As permitted by the Guidance Note on the Revised Schedule VI to the Act, the Company has elected to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of the profit and loss. The Company measures EBITDA on the basis of profit from continuing operations. In its measurement, the Company does not include depreciation and amortization expense, finance cost and tax expense.

1.20 Segment Reporting Policies:

Segment is identified based on the geographical location of its customers, the different risks and returns and the internal business reporting system.

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

ANNUAL REPORT 2024-2025



Roop Ultrasonix Ltd.

Particulars	AS AT 31.03.2025 (Rs. In Lacs)	AS AT 31.03.2024 (Rs. In Lacs)
2 : SHARE CAPITAL		
a. Details of authorised, issued and subscribed share capital		
Authorised Capital		
97,50,000 (Pr. Year 97,50,000) Equity Shares of Rs. 10/- each.	975.00	975.00
	975.00	975.00
b. Issued, Subscribed and Paid up Capital		
69,66,524 (Pr. Year 69,66,524) Equity Shares of Rs. 10/- each fully paid up.*	696.65	696.65
	696.65	696.65

Note :

- Please refer note as Annexure 2(A)
- (a) The above reported issued, Subscribed and paid up capital of Rs. 696.65 lakhs consists of 69,66,524 Equity Shares of Rs. 10/- each fully paid up (after rights) but shall be read as Rs. 348.33 lakhs consisting of 34,83,262 equity shares of Rs. 10/- each (before rights) as per the directions of Hon'ble NCLT order dated 18th December, 2024. Difference of amount is refundable to the shareholders as per the final outcome of litigation.

(b) Information on shareholders = Details of Shareholders holding more than 5% equity shares in the Company - Before Right Issue as per Annual Return

Name of the Shareholder	Relationship	As at March 31, 2025		As at March 31, 2024	
		No. of Shares	% held	No. of Shares	% held
Dr. Anant S. Trivedi	Director	7,17,130	20.59	7,17,130	20.59
A. S. Trivedi (HUF)	HUF of Director	2,91,325	8.36	2,91,325	8.36
Mrs. Rupa A. Trivedi	Director	2,73,230	7.84	2,73,230	7.84
Mr. Aditya A. Trivedi	Key Managerial Person	2,17,710	6.25	2,17,710	6.25
Telsonic Holding AG / Telsonic Group *	Body Corporate Shareholder.	13,39,401	38.45	13,39,401	38.45

*Note: As per the order of Hon'ble NCLT dated 28th July, 2023, the above are the details of more than 5% equity shareholders of the Company. It is further pertinent to note that the order of the Hon'ble NCLT which is currently under appeal at the Hon'ble NCLAT, if appeal is allowed will result in the following shareholding of the company.

(b) Information on shareholders = Details of Shareholders holding more than 5% equity shares in the Company - After Right Issue as per Annual Return

Name of the Shareholder	Relationship	As at March 31, 2025		As at March 31, 2024	
		No. of Shares	% held	No. of Shares	% held
Dr. Anant S. Trivedi	Director	22,09,304	31.71	22,09,304	31.71
A. S. Trivedi - HUF	HUF of Director	8,97,501	12.88	8,97,501	12.88
Mrs. Rupa A. Trivedi	Director	8,41,756	12.08	8,41,756	12.08
Mr. Aditya A. Trivedi	Key Managerial Person	6,75,212	9.69	6,70,712	9.63
Telsonic Holding AG / Telsonic Group *	Body Corporate Shareholder.	13,39,401	19.23	13,39,401	19.23

(c) Reconciliation of number of shares - - Before Right Issue as per Annual Return

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Rs.	No. of Shares	Rs.
Shares outstanding at the beginning of the year	34,83,262	348.33	34,83,262	348.33
Shares issued & subscribe during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	34,83,262	348.33	34,83,262	348.33

(c) Reconciliation of number of shares - - After Right Issue as per Annual Return

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Rs.	No. of Shares	Rs.
Shares outstanding at the beginning of the year	69,66,524	696.65	69,66,524	696.65
Shares issued & subscribe during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	69,66,524	696.65	69,66,524	696.65

d. Terms / rights attached to Equity Shares

- i) The Company has only one class of shares referred to as equity shares having a par value of 10/- per share. Each holder of equity shares is entitled to one vote per share.
- ii) The Company declares and pays dividends in Indian Rupees. Payment of dividend is also made in foreign currency to shareholders outside India. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in the case of Interim dividend.
- iii) As per the Companies Act, 2013, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the event of liquidation of the Company. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

Shareholding of Promoters & KMP -Before Right Issue as per Annual Return

Name of Shareholder	As at 31 March 2025			As at 31 March 2024		
	Number of shares	% of total shares	% Change during the year	Number of shares	% of total shares	% Change during the year
Dr. Anant S. Trivedi	7,17,130	20.59	-	7,17,130	20.59	-
A. S. Trivedi - HUF	2,91,325	8.36	-	2,91,325	8.36	-
Mrs. Rupa A. Trivedi	2,73,230	7.84	-	2,73,230	7.84	-
Mr. Aditya A. Trivedi	2,17,710	6.25	-	2,17,710	6.25	-

Shareholding of Promoters & KMP - After Right Issue as per Annual Return

Name of Shareholder	As at 31 March 2025			As at 31 March 2024		
	Number of shares	% of total shares	% Change during the year	Number of shares	% of total shares	% Change during the year
Dr. Anant S. Trivedi	22,09,304	31.71	-	22,09,304	31.71	-
A. S. Trivedi - HUF	8,97,501	12.88	-	8,97,501	12.88	-
Mrs. Rupa A. Trivedi	8,41,756	12.08	-	8,41,756	12.08	-
Mr. Aditya A. Trivedi	6,75,212	9.69	0.01	6,70,712	9.63	-

Annexure 2(A) of Notes forming parts of accounts for the year ended 31.03.2025.

- Company Petition No. 57 of 2023 is filed against the Company and its present promoters by Telsonic Holding AG (who is one of the shareholders' of the Company purportedly holding 38.45% of the issued and paid-up share capital of the Company (pre-rights issue)) under Sections 241 and 242 of The Companies Act, 2013 ("Act") before the Hon'ble National Company Law Tribunal, Mumbai ("Company Petition 57/23"). Telsonic Holding AG's shareholding of 38.45% of the issued and paid-up share capital of the Company (pre-rights issue) has been disputed by the Company by filing another Company Petition No. 97 of 2024 for rectification of its Register of Members before the Hon'ble National Company Law Tribunal, Mumbai and Company Application No. 362 of 2024 in Company Petition 57/23 challenging the maintainability of the Company Petition 57/23 before the Hon'ble National Company Law Tribunal, Mumbai. Both the said Company Petition and Company Application are pending adjudication before the Hon'ble National Company Law Tribunal, Mumbai.
- Pending the Company Petition 57/23, a rights issue was proposed by the Company in March 2023. Telsonic Holding AG therefore filed a Company Application No. 102 of 2023 in Company Petition 57/23 seeking a stay of the said rights issue. The rights issue was concluded by the Company on or about 27th March 2023. Telsonic Holding AG subscribed to the rights issue under protest; however it was not issued any shares on account of the prohibition contained in Rule 9(A) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 which inter alia prohibits the issue of rights shares to a shareholder whose shareholding has not been dematerialized.

3. The Hon'ble National Company Law Tribunal, Mumbai passed an Order dated 28th July, 2023 setting aside the rights issue of the Company in its entirety. The Company thereafter preferred an Appeal against the Order dated 28th July, 2023 with the Hon'ble National Company Law Appellate Tribunal, Delhi Bench which is also pending adjudication.
4. The allotment of rights shares under the rights issue concluded on 27th March 2023 and the Company utilised the subscription monies received by it in connection with its business shortly after March 2023. The Order dated 28th July, 2023 was passed in July 2023. In the above facts, the Company sought a legal opinion in connection with the preparation of its financial statements for financial year 2023-24 as regards the impact of the Order dated 28th July, 2023.
5. Since the Appeal filed by the Company the Hon'ble National Company Law Appellate Tribunal, Delhi Bench was yet had to be adjudicated, the Company was advised to (i) maintain status-quo as regards the shares issued and the deployment of subscription monies received by it; and (ii) ensure compliance of the Order of the Hon'ble National Company Law Tribunal, Mumbai by ensuring that all voting in respect of any resolutions at a shareholders' meeting should be done in accordance with the shareholding pattern as existing pre-rights issue.
6. The Company will therefore proceed on the basis of the shareholding as advised in the Order dated 28th July 2023 and further Order dated 18th December 2024 passed by the Hon'ble National Company Law Tribunal, Mumbai as existing pre the rights issue to comply with the Order dated 28th July 2023 and to ensure that it will not violate the same.

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Roop Ultrasonix Ltd.

Particulars		AS AT 31.03.2025 (Rs. In Lacs)		AS AT 31.03.2024 (Rs. In Lacs)
3 : RESERVES AND SURPLUS				
(a) Capital Reserve		15.00		15.00
(b) Securities Premium Reserve		416.56		416.56
(c) General Reserve				
As per last Balance Sheet	1,081.00		981.00	
Add: Transfer from Profit & Loss Account	100.00		100.00	
		1,181.00		1,081.00
(d) Profit and Loss Account				
As per last Financial Statement	3,335.08		2,783.63	
Add: Net Profit after Tax tfd. From Statement of Profit and Loss Account	322.00		651.45	
Less : Appropriations:				
Tfd. to General Reserve	100.00		100.00	
		3,557.08		3,335.08
Closing Balance		5,169.64		4,847.64
4 : LONG TERM BORROWINGS				
Secured :				
Term Loans (Refer Note**)				
From Banks	457.98		-	
Less : Current maturities of long term debts	50.42	407.56		
Vehicle Loans (Refer Note**)				
From Others	48.00			
Less : Current maturities of long term debts	21.95	26.05		
Unsecured :				
		-		-
		433.60		-
**Note :				
1 Term loans from Financial Institutions / Banks are secured by:				
(a) Hypothecation of Stock and Book Debts				
(b) First and exclusive charge of commercial offices specified in the relevant loan agreements and Planr and Machinaries.				
(c) Mortgage of company's immovable properties specified in the relevant loan agreements.				
(d) Personal guarantees of Directors.				
2 Vehicle loans are secured against specified assets.				
3 Terms of repayment of loans:				
Name of Bank	Period of maturity	Repayable in total No. of monthly Instalments	Amount of Instalment (Rs. In Lacs)	Rate of Interest
Term Loans				
Central Bank of India - 500.00 Lacs	April, 2034	119	4.20	9.70%
Secured				
Vehicle Loans				
From Others - 48.00 Lacs	April, 2027	25	2.11	8.75%
5 - DEFERRED TAX ASSETS / (LIABILITIES)				
The Company has recognized deferred tax arising on account of timing differences, being the difference between the taxable income and accounting income, that originates in one period and is capable of reversal in one or more subsequent period(s) in compliance with Accounting Standard (AS 22) – Accounting for Taxes on income.				
The major components of deferred tax (liabilities)/assets arising on account of timing differences & carried forward losses as at year end are as follows:				
Particulars		AS AT 31.03.2025 (Rs. In Lacs)		AS AT 31.03.2024 (Rs. In Lacs)
<u>Deferred Tax Assets</u>				
Difference between WDV of assets as per books of account and Income Tax Act 1961		(102.32)		38.89
<u>Deferred Tax Liabilities</u>				
Gratuity Provision		(40.62)		72.31
Total of Deferred Tax assets / (Liabilities) at the end of the year		(61.70)		(33.43)
Add : Opening Balances		(33.43)		5.08
Net Deferred Tax Assets / (Liabilities) for the year		(28.27)		(38.51)

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Roop Ultrasonix Ltd.

Particulars		AS AT 31.03.2025 (Rs. In Lacs)		AS AT 31.03.2024 (Rs. In Lacs)
6 : LONG TERM PROVISIONS				
Provision for employee benefits For Gratuity		161.39		154.51
		161.39		154.51
7 : SHORT TERM BORROWINGS				
Secured :				
Loans repayable on demand (Refer Note (a) below)				
From Banks				
Working Capital Loan (Refer note (b) below)	917.70		690.93	
		917.70		690.93
		917.70		690.93

Note :
a). Cash Credit / Working Capital Demand Loan, from Central Bank of India is secured by hypothecation of Inventory and Receivables of the company, both, present and future, as well as by the mortgage of the specified immovable properties and movable assets of the company and personal guarantees of Directors.

b). These loans carry an interest rate range as mentioned below:

i) Working Capital Loans:

Cash Credit	9.35%
Packing Credit	8.85%

ii) The company has availed short term borrowings from banks or financial institutions on the basis of security of current assets. The company is required to file periodic returns with banks, including those related to current assets. The returns are extracted from audited / unaudited financial information provided by the Company, summary of which are tabulated below,

(Rs. In Lacs)						
Quarter	Name of Bank	Particulars	Amount as per books of account	Amount as reported in the quarterly return/statement	Amount of Difference	Whether return/statement subsequently rectified
Q 1 June 2024	Central Bank of India	Inventories	1,443	1,445	(2)	No
		Trade Receivables	405	578	(173)	
		Trade Payables	233	430	(197)	
Q 2 September 2024	Central Bank of India	Inventories	1,365	1,445	(80)	No
		Trade Receivables	360	371	(12)	
		Trade Payables	354	333	21	
Q 3 December 2024	Central Bank of India	Inventories	1,388	1,445	(57)	No
		Trade Receivables	395	403	(8)	
		Trade Payables	508	416	92	
Q 4 March 2025	Central Bank of India	Inventories	1,388	1,445	(57)	Yes
		Trade Receivables	726	448	277	
		Trade Payables	512	390	122	

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Roop Ultrasonix Ltd.

Particulars	As At 31.03.2025 (Rs. In Lacs)	As At 31.03.2024 (Rs. In Lacs)
8 : TRADE PAYABLES		
Due to Micro, Small and Medium Enterprise	183.70	42.58
Others than Micro and Small Enterprise	362.46	569.04
	546.16	611.62

Disclosure in accordance with Section 22 of Micro, Small and Medium Enterprises Development Act, 2006:

* The Company has initiated the process of obtaining confirmation from suppliers relating the registration under the Micro, Small and Medium Enterprises Development Act, 2006. The suppliers are not registered wherever confirmations are received and in other cases, The Company is not aware of their registration status and information as required by Schedule VI to the Act is not disclosed as it is not determinable. No interest on delayed payments to MSME, if any is provided and/or demanded.

Principal amount remaining unpaid and interest due thereon	2024-25	2023-24
- Principal Amount	183.70	42.58
- Interest	-	-
Interest paid in terms of Section 16	-	-
Interest due and payable for the period of delay in payment	-	-
Interest accrued and remaining unpaid	-	-
Interest due and payable even in succeeding years	-	-

Trade payables ageing schedule

As at 31 March 2025

(Rs. In Lacs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 Years	2-3 years	More than 3 years	
(i) MSME	181.03	2.67	-	-	183.70
(ii) Others	313.68	0.27	18.65	29.85	362.46
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-

As at 31 March 2024

(Rs. In Lacs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 Years	2-3 years	More than 3 years	
(i) MSME	42.58	-	-	-	42.58
(ii) Others	265.37	32.68	29.03	241.97	569.04
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-

Particulars	As At 31.03.2025 (Rs. In Lacs)	As At 31.03.2024 (Rs. In Lacs)
9 : OTHER CURRENT LIABILITIES		
<u>Current maturities of long-term debts:</u>		
<u>Term Loan</u>		
Secured		
From Banks	50.42	-
<u>Vehicle Loans</u>		
Secured (Secured against specified assets)		
From Others	21.95	-
Statutory dues	67.13	85.14
Unpaid Dividends	22.96	23.17
Advance from Customers (Unearned Revenue)	300.60	373.40
Unpaid Expenses	40.41	32.56
Payable for employee benefits	92.83	82.05
	596.31	596.32

10. Property, plant and equipment													
Particulars	Land (Leasehold)	Building	Building	Building	Plant & Machinery	Furniture & Fixtures	Vehicals	Electrical Installations	Air Conditions	Tools, Jigs & Fix	Office Equipment	Computers	Total tangible assets
Gross carrying amount as at 1 April 2023	221.68	-	1,028.29	-	873.38	78.06	275.13	122.61	139.09	31.63	102.01	200.12	3,072.00
Additions	-	-	-	-	40.95	4.31	197.77	-	6.06	0.24	2.52	10.39	262.24
Disposals	-	-	-	-	-	-	88.20	-	-	-	-	-	88.20
Gross carrying amount as at 31 March 2024	221.68	-	1,028.29	-	914.33	82.36	384.70	122.61	145.16	31.86	104.53	210.51	3,246.03
Accumulated depreciation as at 1 April 2023	90.43	-	412.20	-	642.29	69.14	121.23	114.46	110.57	24.11	86.00	134.13	1,804.56
Depreciation for the year	5.87	-	31.51	-	22.99	1.43	34.08	1.93	8.55	1.39	3.64	30.44	141.83
Disposals	-	-	-	-	-	-	61.84	-	-	-	-	-	61.84
Assets classified as held for sale	-	-	-	-	-	-	-	-	-	-	-	-	-
Accumulated depreciation as at 31 March 2024	96.30	-	443.71	-	665.28	70.56	93.48	116.39	119.13	25.49	89.64	164.57	1,884.55
Net carrying amount as at 31 March 2024	125.38	-	584.58	-	249.05	11.80	291.22	6.22	26.03	6.37	14.89	45.94	1,361.48
Gross carrying amount as at 1 April 2024	221.68	-	1,028.29	-	914.33	82.36	384.70	122.61	145.16	31.86	104.53	210.51	3,246.03
Additions	-	-	1.67	-	183.82	4.63	60.43	0.21	15.43	3.69	8.50	34.00	1,209.21
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-
Gross carrying amount as at 31 March 2025	221.68	-	1,029.96	896.02	1,098.15	87.00	445.14	122.82	160.58	35.55	113.03	244.52	4,455.24
Accumulated depreciation as at 1 April 2024	96.30	-	443.71	-	665.28	70.56	93.48	116.39	119.13	25.49	89.64	164.57	1,884.55
Depreciation for the year	5.87	-	31.55	16.14	30.53	1.69	44.78	0.11	7.30	1.80	3.59	37.78	181.15
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-
Accumulated depreciation as at 31 March 2025	102.17	-	475.26	16.14	695.81	72.27	138.25	116.50	126.43	27.29	93.23	202.35	2,065.70
Net carrying amount as at 31 March 2025	119.51	-	554.70	880.88	402.34	14.73	306.89	6.32	34.15	8.26	19.80	42.17	2,389.55

INTANGIBLE ASSETS				
Particulars	Technical Know-How	Deferred Revenue Expenditure	Total intangible assets	(Rs. In Lacs)
Additions	-	-	-	
Disposals	-	-	-	
Gross carrying amount as at 31 March 2024	69.38	107.55	176.93	
Accumulated depreciation as at 1 April 2023	69.375	107.55	176.93	
Depreciation for the year	-	-	-	
Disposals	-	-	-	
Assets classified as held for sale	-	-	-	
Accumulated depreciation as at 31 March 2024	69.38	107.55	176.93	
Net carrying amount as at 31 March 2024	-	-	-	
Gross carrying amount as at 1 April 2024	69.38	107.55	176.93	
Additions	-	-	-	
Disposals	-	-	-	
Gross carrying amount as at 31 March 2025	69.38	107.55	176.93	
Accumulated depreciation as at 1 April 2024	69.38	107.55	176.93	
Depreciation for the year	-	-	-	
Disposals	-	-	-	
Accumulated depreciation as at 31 March 2025	69.38	107.55	176.93	
Net carrying amount as at 31 March 2025	-	-	-	

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Roop Ultrasonix Ltd.

Particulars		As At 31.03.2025 (Rs. In Lacs)		As At 31.03.2024 (Rs. In Lacs)
11 : NON CURRENT INVESTMENTS				
Trade / Other Investments				
Investment in Equity Instruments				
(i) Unquoted				
In equity instruments of Subsidiaries				
a) RTUL Ultrasonic SDN. BHD.				
1,00,000 (1,00,000) Equity Shares of RM. 10 each	8.30		8.30	
b) RTUL Ultrasonic (Thailand) Co. Ltd.				
10,000 (10,000) Equity Shares of THB. 10 each	0.06		0.06	
c) 9,00,000 (0) Shares of Roop Ultrasonix INC of \$0.00001	155.41		-	
In equity instruments of Others				
d) 1,766 (1,766) Equity Shares of Usher Agro Ltd.	1.09		1.09	
		164.86		9.45
(ii) Quoted				
26 (26) Equity Shares of TCS Ltd.	0.06		0.06	
(iii) Mutual Funds				
9500 (9500) DSP Merrill Lynch Micro Cap Fund	0.95		0.95	
800 (800) HDFC Gold Exchange Bonds	0.24		0.24	
300 (300) KOTAK Gold Exchange Bonds	0.88	2.14	0.88	2.14
		167.00		11.59
Market Value of Quoted Investments / Mutual Funds		18.96		16.08
12 : LONG TERM LOANS AND ADVANCES				
<u>a) Other loans and advances * (Unsecured Considered Good)</u>				
Deposits		18.45		16.98
Advances recoverable in cash or in kind for value to be recd. To Related Parties - Subsidiaries		313.39		305.62
Advance Income Tax Paid	148.31		190.33	
Less : Provision for Income Taxes	90.00	58.31	190.00	0.33
		390.15		322.93
* Includes from				
Particulars				
		As At 31.03.2025 (Rs. In Lacs)		As At 31.03.2024 (Rs. In Lacs)
Directors		-		-
Other officers of the Company		-		-
Firm in which director is a partner		-		-
Private Company in which director is a member		-		-
Subsidiary Companies		313.39		305.62
13 : INVENTORIES				
Raw Materials & Components		1,301.52		1,414.27
Finished and Semi-finished Goods		86.41		150.31
		1,387.93		1,564.59

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Roop Ultrasonix Ltd.

Particulars		As At 31.03.2025 (Rs. In Lacs)		As At 31.03.2024 (Rs. In Lacs)		
14 : TRADE RECEIVABLES						
Unsecured Considered Good		1,026.29		930.88		
		1,026.29		930.88		
Trade Receivable stated above include debts due by:						
Directors		-		-		
Other officers of the Company		-		-		
Firm in which director is a partner		-		-		
Company in which director is a member		-		-		
From Subsidiaries		351.98		140.89		
As at 31 March 2025 (Rs. in Lacs)						
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	767.50	120.99	101.04	28.34	8.41	1,026.29
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-					
(iii) Undisputed Trade Receivables – credit impaired	-					
(iv) Disputed Trade Receivables–considered good	-					
(v) Disputed Trade Receivables – which have significant increase in credit risk	-					
(vi) Disputed Trade Receivables – credit impaired	-					
As at 31 March 2024 (Rs. in Lacs)						
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	703.27	95.33	66.33	7.33	58.61	930.88
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-					
(iii) Undisputed Trade Receivables – credit impaired	-					
(iv) Disputed Trade Receivables–considered good	-					
(v) Disputed Trade Receivables – which have significant increase in credit risk	-					
(vi) Disputed Trade Receivables – credit impaired	-					
Particulars	AS AT 31.03.2025 (Rs. In Lacs)			AS AT 31.03.2024 (Rs. In Lacs)		
15 : CASH AND BANK BALANCES						
Cash and cash equivalents						
Cash on hand	9.27			6.76		
Cheques, Drafts on hand	-			-		
Other Bank Balances						
Current Accounts	2,056.34			2,278.14		
Unpaid Dividend Accounts	22.96			23.17		
Fixed Deposit Accounts	789.36			742.82		
Fixed Deposit Accounts (On Margin on Bank Guarantees)	44.14			74.04		
	2,912.80			3,118.17		
	2,922.06			3,124.93		

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Roop Ultrasonix Ltd.

Particulars		AS AT 31.03.2025 (Rs. In Lacs)		AS AT 31.03.2024 (Rs. In Lacs)
16 - SHORT-TERM LOANS AND ADVANCES				
Loans and advances to Others		-		-
Unsecured, considered good				
Input Tax Credit -GST		140.57		116.98
Loans & Advances To Employees & Others		22.47		14.56
Advances to Suppliers		31.22		61.14
Prepaid Expenses		11.69		-
Deposits & Recievables		62.91		106.77
		268.84		299.45
17 : OTHER CURRENT ASSETS				
Interest Accrued on Investments on Fixed Deposit Accounts with maturity beyond 12 months from Balance Sheet date		31.33		15.25
		31.33		15.25
18 : REVENUE FROM OPERATIONS				
Sale of Products		5,945.05		6,622.89
Income From Services		132.67		122.73
		6,077.72		6,745.61
Particulars of Sales of Products				
Ultrasonic Equipments		4,687.24		5,139.66
Others		1,257.81		1,483.23
		5,945.05		6,622.89
19 : OTHER INCOME				
Dividend Received		0.03		0.02
Interest Received		94.53		56.27
Miscellaneous Income		2.23		0.86
Exchange Rate Fluctuation		90.04		56.00
		186.84		113.15
20 : COST OF RAW MATERIALS CONSUMED				
Opening Stock		1,414.27		961.75
Add : Purchases		2,616.52		3,508.45
		4,030.79		4,470.20
Less : Closing Stock		1,301.52		1,414.27
		2,729.27		3,055.92
Details of Raw Materials Consumed :				
Semi Conductor, Electronic Components, etc.		2,265.29		2,536.42
Others		463.98		519.51
		2,729.27		3,055.92
Consumption of Imported / Indigenous Materials :				
Imported	23%	622.00	22%	672.30
Indigenous	77%	2,107.27	78%	2,383.62
	100%	2,729.27	100%	3,055.92
21 : CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROCESS				
Finished Goods / Work In Progress:				
Opening Stock		150.31		104.90
Less: Closing Stock		86.41		150.31
		63.90		(45.41)
22 : EMPLOYEE BENEFITS EXPENSES				
Directors' Remuneration		25.25		50.85
KMP Remuneration		56.49		53.22
Salaries, Wages and Benefits		1,193.67		1,078.08
Contribution to Provident Fund and Other Funds		50.73		45.79
Staff Welfare Expenses		42.75		35.33
Gratuity Expenses		35.98		16.73
		1,404.88		1,280.00

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Roop Ultrasonix Ltd.

Particulars		AS AT 31.03.2025 (Rs. In Lacs)		AS AT 31.03.2024 (Rs. In Lacs)
23 : OTHER EXPENSES				
Electricity Charges		68.63		64.21
Insurance Charges (Net)		36.15		31.28
Labour Charges		35.32		46.96
Packing Charges (Net)		37.40		51.82
Installation Charges		0.08		-
Testing Charges		1.09		0.06
Repairs & Maintenance Expenses		118.76		106.16
Research & Development Expenses		96.99		94.81
Commission on Sales		114.05		140.55
Selling Expenses		47.30		52.59
Advertisement & Publicity		31.07		24.74
Transport & Delivery Charges		171.10		128.50
Agency Expenses		7.61		4.17
Rates, Taxes & Water Charges		4.66		5.39
Printing & Stationery Expenses		8.61		6.42
Communication Expenses		18.77		16.16
Travelling & Conveyance Charges		124.32		128.80
Legal & Professional Charges		191.28		187.80
Motor Car Expenses		18.29		17.31
Rent		31.93		103.59
Sundry Expenses		23.51		19.25
Bad Debts Written Off		52.98		64.63
<u>Auditors' Remuneration:</u>				
Audit Fees	1.50		1.50	
Tax Audit Fees	0.75		0.75	
Certification & Others	3.25	5.50	3.25	5.50
Membership & Subscription		1.61		40.03
CSR Expenses		15.00		13.39
Director Sitting Fees		2.00		2.00
Guarantee Commission Paid to Director		50.00		50.00
Loss on Sale of Fixed Assets		-		2.83
		1,314.02		1,408.98
24 : FINANCE COST				
Interest Expense				
On Working Capital Facilities	74.00			49.74
On Term Loans	39.76			2.05
On Others	-			0.11
		113.76		51.91
Other Borrowing Costs				
Bank & Finance Charges		20.34		33.95
		134.10		85.86
25 : EARNINGS PER EQUITY SHARES				
Basic/ Diluted Earnings per Share				
Profit/(Loss) attributable to Equity shareholders		322.00		651.45
Weighted average number of equity shares		69,66,524		69,66,524
Basic Earnings Per Share		4.62		9.35
Face value per Share		10.00		10.00
26 : CONTINGENT LIABILITIES & COMMITMENTS				
<u>a) Contingent Liabilities not provided for:</u>				
Counter Guarantee given to Bankers in respect of Bank Guarantee furnished by them		219.03		370.21
b) The Company sells certain products with warranties. In the opinion of the management the expected liability, if any, is not significant and hence, it is not provided.		-		-
c) Please refer note as annexed as annexure 2(A)				
27 : CIF VALUE OF IMPORTS				
a) Raw Materials		661.96		749.72
		661.96		749.72
28 : NET DIVIDEND REMITTED IN FOREIGN CURRENCY				
Final Dividend (Net of TDS)		-		-

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Roop Ultrasonix Ltd.

Particulars		AS AT 31.03.2025 (Rs. In Lacs)		AS AT 31.03.2024 (Rs. In Lacs)
29 : EXPENDITURE IN FOREIGN CURRENCY				
a) Raw Materials Purchase		661.96		749.72
b) Expenses for Foreign Travels		21.32		30.31
c) Agency Expenses		7.61		4.17
d) Salary & Wages		101.34		49.48
		792.24		833.69
30 - CAPITAL COMMITMENTS & ADVANCES				
a) Capital Commitment towards purchase of Software	-	-	-	-
b) Advance against above commitments	-	-	-	-

31 : RELATED PARTY DISCLOSURES

(a) Related party disclosures, as required by Accounting Standard 18 - "Related Party Disclosures" are given below:

I. Subsidiary Companies:

- RTUL Ultrasonix (Thailand) Co. Ltd.
- RTUL Ultrasonix SDN. BHD.
- Roop Ultrasonix Inc.

II. Directors :

- Dr. A. S. Trivedi
- Mrs. Rupa A. Trivedi
- Mr. Kodur Rajagopalan Puthavithil
- Mrs. Karishma Vipul Tanna
- Mr. Natwarlal Vallabhadas Trivedi

III. Key Managerial Personnel:

- Mr. Aditya A. Trivedi

IV. Relative of Directors :

- Dr. A. S. Trivedi (HUF)
- S S Trivedi Foundation
- Kay Impex Pvt Ltd
- Tetrasonix LLC
- 3A Innovative Technologies Pvt. Ltd.
- Elio Tech LLP
- Adiv Pure Nature Products Pvt. Ltd.

(b) Details of transactions with related parties:

Particulars	(Rs. In Lacs)			
	Transactions for the		Amount receivable / (payable)	
	Year ended on		Year ended on	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Sales of Goods & AMC				
RTUL Ultrasonix (Thailand) Co. Ltd.	27.01	64.61	56.25	65.71
RTUL Ultrasonix SDN. BHD.	45.78	50.51	89.34	75.19
Roop Ultrasonix Inc.	203.53	-	206.39	-
Tetrasonix LLC	-	-	-	4.81
Purchase of Goods and Services				
Kay Impex Pvt Ltd	28.13	5.10	(0.94)	-
Loans/advances Paid				
RTUL Ultrasonix (Thailand) Co. Ltd.	-	-	216.74	211.37
RTUL Ultrasonix SDN. BHD.	-	-	96.65	94.25
Rent Paid				
Mrs. Rupa A. Trivedi	6.59	6.14	-	-
Deposit taken / (repaid) from Directors				
A.S. Trivedi (HUF)	-	30.00 / (30.00)	-	-
Remuneration Paid to Directors				
Dr. A.S. Trivedi	-	25.60	-	-
Mrs. Rupa A. Trivedi	25.25	25.25	(1.40)	(1.40)
Sitting Fees Paid to Directors				
Mr. Kodur Rajagopalan Puthavithil	2.00	2.00	-	-
Remuneration Paid to Key Managerial Personnel				
Mr. Aditya A. Trivedi	56.49	53.22	(3.07)	(2.89)
Commission Paid				
Dr. A.S. Trivedi	50.00	50.00	(47.50)	(47.50)
Roop Ultrasonix INC	35.83	-	(35.83)	-
Tetrasonix LLC	25.74	44.39	(31.41)	(22.65)
CSR Expenses :				
SS Trivedi Foundation	15.00	13.00	-	-
Investment in Subsidiary Companies				
RTUL Ultrasonix (Thailand) Co. Ltd.	-	-	0.06	0.06
RTUL Ultrasonix SDN. BHD.	-	-	8.30	8.30
Roop Ultrasonix INC	155.41	-	155.41	-

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Roop Ultrasonix Ltd.

Particulars	AS AT 31.03.2025 (Rs. In Lacs)	AS AT 31.03.2024 (Rs. In Lacs)
32 : EARNINGS IN FOREIGN CURRENCY		
Export Sales - On F.O.B. Value	1,385.68	1,112.03
	1,385.68	1,112.03

33 : DISCLOSURE AS PER ACCOUNTING STANDARD 19 ON "LEASE":

Where the Company is a Lessee :

i) The Company has taken office premises under operating lease or leave and licence agreements. These are generally cancellable and range between 11 months & five years. under leave and licence, or longer for other leases and are renewable by mutual consent on mutually agreeable terms.

ii) Lease / Rent payments are recognised in the Statement of Profit and Loss as 'Rent' under 'Other expenses' in Note 23.

iii) Future minimum lease rental payable is as under:

Particulars	AS AT 31.03.2025 (Rs. In Lacs)	AS AT 31.03.2024 (Rs. In Lacs)
Within 1 Year	29.41	28.57
After 1 Year but before 5 Years	117.64	108.00
After 5 Years	-	-

iv) Land taken on lease have been amortised over the respective lease period and Rs. 5.87 Lacs (Previous year Rs. 5.87 Lacs) has been amortised during the year.

34 : RESEARCH & DEVELOPMENT EXPENSES

The company has an In house R & D Centre. The details of revenue expenditure incurred during the year by the said R & D Centre and charged to Statement of Profit & Loss Account is as under:

Particulars	AS AT 31.03.2025 (Rs. In Lacs)	AS AT 31.03.2024 (Rs. In Lacs)
Employee Benefit Expenses	76.25	63.20
Cost of Materials consumed	7.55	11.67
Other Expenses	13.19	19.94
	96.99	94.81

35 : SEGMENT REPORTING

Primary Segment :

In accordance with Accounting Standard 17, the Company has identified "Ultrasonic Equipments" as the only primary reportable business segment.

Secondary Segment (by Geographical Segment) :

(Rs. In Lacs)

Particulars	Year	Secondary Segment (by Geographical Segment) :		
		Within India	Outside India	Total
Segment Revenue	2024-25	4,692.03	1,385.68	6,077.72
	2023-24	5,633.58	1,112.03	6,745.61

Notes:

The segment revenue in geographical segment considered for disclosures is as follows;

- Revenue within India includes sales to customers located within India and Other Operating Income earned in India.
- Revenue outside India includes sales to customers located outside India and Other Operating Income earned outside India.

36 : FINANCIAL AND OTHER DERIVATIVE INSTRUMENTS

Foreign Currency exposure that are not hedged by the derivative instruments:

Particulars	Currency	Balance As at March 31, 2025		Balance As at March 31, 2024	
		In Foreign Currency	(Rs. In Lacs)	In Foreign Currency	(Rs. In Lacs)
Export Trade Receivables	USD	5.93	506.20	1.91	159.14
	EURO	(0.02)	(1.96)	0.31	28.31
	CHF	-	-	1.45	133.77
Import Trade Payables	USD	(0.13)	(11.15)	(0.05)	(4.56)
	EURO	(0.04)	(4.61)	0.26	22.98
	CHF	-	-	(0.04)	(3.24)
Advances given to Subsidiaries	USD	3.67	313.39	3.67	305.62

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Roop Ultrasonix Ltd.

37 : INVESTMENT IN SUBSIDIRIES

As at 31 March, 2025 the Company has total investment amounting to Rs. 163.77 Lacs (Previous Year Rs. 8.36 Lacs) in its wholly owned subsidiaries namely "RTUL Ultrasonic SDN. BHD.", "RTUL Ultrasonic (Thailand) Co. Ltd." & " Roop Ultrasonix Inc ". The Company has also provided loans amounting to Rs. 313.39 Lacs to fund the operations of its subsidiaries. These being long term and strategic investments, the management are of the view that there is no diminution other than temporary in the value of these investments

38 : CORPORATE SOCIAL RESPONSIBILITY EXPENSES

a. Gross amount required to be spent by the Company during the Year: Rs.15.00 Lacs (31 March 2024: Rs 13.39 Lacs).

b. Amount spent during the Year on:

(Rs. In Lacs)

Particulars	In cash		Yet to be paid in cash	
	31.03.2025	31.03.2024	31.03.2025	31.03.2024
Construction/acquisition of any asset	-	-	-	-
On purposes other than above	15.00	13.39	-	-
Total	15.00	13.39	-	-

c. Related party transaction in relation to corporate social responsibility : 15.00 Lacs (31 March 2024: 13.00) Lacs.

d. Provision during the Year 31 March 2025 : Nil

39 - The following are analytical ratios for the year ended March 31, 2025 and March 31, 2024

Particulars	Note	31 March 2025	31 March 2024	Variance
(a) Current ratio	(a)	2.84	3.13	-10%
(b) Gross Debt / Equity ratio	(b) & (m)	0.24	0.12	49%
(c) Net Debt / Equity ratio	(c) & (m)	-0.26	-0.44	-72%
(d) Debt Service Coverage ratio	(d) & (n)	4.27	8.85	-107%
(e) Return on Equity (ROE)	(e) & (o)	0.06	0.12	-115%
(f) Inventory turnover ratio	(f) & (p)	4.12	5.13	-25%
(g) Trade receivables turnover ratio	(g)	6.21	7.43	-20%
(h) Trade payables turnover ratio	(h)	7.64	8.54	-12%
(i) Net capital turnover ratio	(i)	1.67	1.67	0%
(j) Net profit ratio	(j) & (o)	0.05	0.09	-85%
(k) Return on capital employed (ROCE)	(k) & (o)	0.13	0.33	-150%
(l) Return on investment (ROI)	(l) & (q)	0.10	0.06	0%

Note:

(I) Formula used for calculation :

- (a) Current Ratio = Current assets / (Current liabilities - Current maturities of long term borrowings)
- (b) Gross Debt / Equity Ratio = (Non-current borrowings + Current borrowings + Non-current lease liabilities + Current lease liabilities) / Total equity
- (c) Net Debt / Equity Ratio = Net debt / Total equity
 Net Debt = (Non-current borrowings + Current borrowings + Non-current lease liabilities + Current lease liabilities - (Cash, cash equivalents and Other bank balances + Margin money (non-current) + Investment in Quoted Mutual Funds + Amount held as margin money against borrowings))
- (d) Debt Service Coverage Ratio (DSCR) = EBITDA / (Interest paid + Other finance charges paid + Principal repayments of long-term borrowings + Payment of lease liabilities)
- (e) Return of Equity (RoE) = Net profit after taxes / Average Equity
- (f) Inventory turnover ratio = Revenue from operations / Average Inventories
- (g) Debtors turnover ratio = Revenue from operations / Average Trade and unbilled receivables
- (h) Trade payables turnover ratio = Total expenses excluding Employee benefit expenses / Average Trade payables
- (i) Net capital turnover ratio = Revenue from operations / Working capital where Working capital = Current Assets - (Current liabilities - Current maturities of long term borrowings)
- (j) Net profit ratio = Net Profit / (Loss) after taxes / Total income
- (k) Return on capital employed (ROCE) = (Profit / (Loss) before tax + Finance costs + Depreciation on Right-of-use assets) / (Total Equity - Intangible Assets - Intangible Assets under development + Net Debt)
- (l) Return on investment (ROI) = Income generated from investments / Time weighted average investments

(II) Reasons for variances:

- (m) Increase in borrowing has resulted variance in Gross Debt / Equity ratio and Net Debt / Equity ratio
- (n) Decrease in EBITDA and Increase in interest cost has resulted into variation of Debt service coverage ratio
- (o) Movement in Return on equity, ROCE and Net Profit ratio are due to decrease in profit during the year.
- (p) Decrease in revenue from operations has resulted variance in Inventory turnover ratio
- (q) Reason for deviation in Return on investment (ROI) is due to increase in interest income.

40. Please refer note as annexed as annexure 2(A).

41. There are no significant events that would require adjustment or disclosures in the financial statements.

42. Audit Trail

The company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, for the periods where the audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, there were no instance of the audit trail feature being tampered with.

43. Other matters

- a. No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- b. The Company has not been declared wilful defaulter (in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India) by any bank or financial Institution or other lender.
- c. The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- d. The Company has not traded or invested in crypto currency or virtual currency during the year.
- e. The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:
 - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- f. The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 and and there is no previously unrecorded income and related assets that are required to be recorded in the books of account during the year.
- g. There are no charges or satisfaction yet to be registered with ROC beyond the statutory year.
- h. Other information with regards to other matters specified in Schedule III to the Act, is either Nil or not applicable to the Company.

44 : Figures of the previous year have been regrouped and rearranged to confirm with this year's grouping wherever necessary.

As per our Report of even date

For **PARIKH & PARIKH**
Chartered Accountants
FRN : 107526W

For and on behalf of the Board of Directors
ROOP ULTRASONIX LIMITED.
(Formerly known as ROOP TELSONIC ULTRASONIX LIMITED)
CIN : U33120MH1982PLC026800

Milan G. Parikh
Proprietor
M.No.: 38557
UDIN : 25038557BMHZEV3652
Place : Mumbai
Date : 29th October, 2025

Dr. Anant S. Trivedi
Director
DIN : 00575030
Place : Mumbai
Date : 29th October, 2025

Rupa A. Trivedi
Whole-time Director
DIN : 00370081



Form AOC - I

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

Statement containing salient features of the Financial Statement of Subsidiaries/Associate Companies/Joint Ventures

Part "A": Subsidiaries

(Rs. In Lacs)

Sl. No.	Particular	Details	Details	Details
1	Name of the subsidiary	RTUL Ultrasonix (Thailand) Co. Ltd.	RTUL Ultrasonix SDN.BHD.	ROOP ULTRASONIX INC.
2	The date since when subsidiary was acquired	20.07.2006	13.12.2005	15.07.2024
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-	-	-
4	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	1 Thai Baht = 2.5166 INR	Malaysian 1 MYR = 19.2585 INR	USA 1 USD = 85.4541 INR
5	Share Capital	25.17	19.26	158.09
6	Reserves & Surplus	-848.14	-415.07	-111.69
7	Total Assets	51.23	108.59	254.77
8	Total Liabilities	51.23	108.59	254.77
9	Investments	Nil	Nil	Nil
10	Turnover	42.97	103.23	214.56
11	Profit/(Loss) before Taxation	-30.15	28.29	-111.69
12	Provision for Taxation	Nil	1.03	Nil
13	Profit/(Loss) after Taxation	-30.15	27.26	-111.69
14	Proposed Dividend	NIL	NIL	NIL
15	% of shareholding	100%	100%	100%

Notes:

- Names of subsidiaries which are yet to commence operations: N.A.
- Names of subsidiaries which have been liquidated or sold during the year: N.A.

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

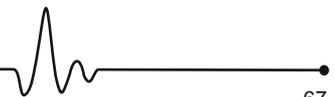
The Company does not have any Associate Company or Joint Venture Company, therefore Part B relating to Associates and Joint Ventures is not applicable.

ROOP ULTRASONIX LIMITED
For and on behalf of the Board of Directors

Place: Mumbai.
Date: 29th October, 2025

Dr. A. S. Trivedi
Director
DIN: 00575030

Rupa Anant Trivedi
Whole-time Director
DIN: 00370081



PARIKH & PARIKH
CHARTERED ACCOUNTANTS
480, Kalbadevi Road. 42, Dahanukar Bldg.,
Opp. Round Building, 2nd Floor,
Mumbai – 400 002.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ROOP ULTRASONIX LIMITED (Formerly Known as ROOP TELSONIC ULTRASONIX LIMITED)

Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of ROOP ULTRASONIX LIMITED (Formerly Known as ROOP TELSONIC ULTRASONIX LIMITED) (hereinafter referred to as “the Holding Company”), and its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”), which comprise the Consolidated Balance Sheet as at 31st March, 2025, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the Consolidated Financial Statements”).

In absence of audited financial statements of the Subsidiary Companies, we have relied on unaudited financial statements prepared & furnished by the management.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of Balance Sheet, of the state of affairs of the Holding Company as at 31st March, 2025,
- (b) In the case of Statement of its profits and Loss, of the profits for the year ended on that date,
- (c) In the case of Cash flow Statement, of the cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (“the Act”). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Standalone Financial Statements section of our report. We are independent of the Group in accordance with the

Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other 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 on the Consolidated Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of significance in our audit of the financial statements of the current year. These matters were addressed, in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters except as under:

1. Company Petition No. 57 of 2023 is filed against the Company and its present promoters by Telsonic Holding AG (who is one of the shareholders' of the Company purportedly holding 38.45% of the issued and paid-up share capital of the Company (pre-rights issue)) under Sections 241 and 242 of The Companies Act, 2013 ("Act") before the Hon'ble National Company Law Tribunal, Mumbai ("Company Petition 57/23"). Telsonic Holding AG's shareholding of 38.45% of the issued and paid-up share capital of the Company (pre-rights issue) has been disputed by the Company by filing another Company Petition No. 97 of 2024 for rectification of its Register of Members before the Hon'ble National Company Law Tribunal, Mumbai and Company Application No. 362 of 2024 in Company Petition 57/23 challenging the maintainability of the Company Petition 57/23 before the Hon'ble National Company Law Tribunal, Mumbai. Both the said Company Petition and Company Application are pending adjudication before the Hon'ble National Company Law Tribunal, Mumbai.
2. Pending the Company Petition 57/23, a rights issue was proposed by the Company in March 2023. Telsonic Holding AG therefore filed a Company Application No. 102 of 2023 in Company Petition 57/23 seeking a stay of the said rights issue. The rights issue was concluded by the Company on or about 27th March 2023. Telsonic Holding AG subscribed to the rights issue under protest; however it was not issued any shares on account of the prohibition contained in Rule 9(A) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 which inter alia prohibits the issue of rights shares to a shareholder whose shareholding has not been dematerialized.
3. The Hon'ble National Company Law Tribunal, Mumbai passed an Order dated 28th July, 2023 setting aside the rights issue of the Company in its entirety. The Company thereafter preferred an Appeal against the Order dated 28th July, 2023 with the Hon'ble National Company Law Appellate Tribunal, Delhi Bench which is also pending adjudication.
4. The allotment of rights shares under the rights issue concluded on 27th March 2023 and the Company utilised the subscription monies received by it in connection with its business shortly after March 2023. The Order dated 28th July, 2023 was passed in July 2023. In the above facts, the Company sought a legal opinion in connection with the preparation of its financial statements for financial year 2023-24 as regards the impact of the Order dated 28th July, 2023.

5. Since the Appeal filed by the Company before the Hon'ble National Company Law Appellate Tribunal, Delhi Bench was yet to be adjudicated, the Company was advised to (i) maintain status-quo as regards the shares issued and the deployment of subscription monies received by it; and (ii) ensure compliance of the Order of the Hon'ble National Company Law Tribunal, Mumbai by ensuring that all voting in respect of any resolutions at a shareholders' meeting should be done in accordance with the shareholding pattern as existing pre-rights issue.
6. The Company will therefore proceed on the basis of the shareholding as advised in the Order dated 28th July 2023 and further order dated 18th December 2024 as existing pre the rights issue to comply with the Order dated 28th July 2023 and to ensure that it will not violate the aforesaid Order.

Information Other than the Consolidated Financial Statements and Auditors' Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information obtained at the date of this auditor's report is other information included in Board of Directors Annual Report including Annexures to such report but does not include the Consolidated Financial Statements and our Auditor's Report thereon.

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

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information, compare with the unaudited Financial Statements of the subsidiary prepared and furnished by the management, to the extent it relates to these entities and, in doing so, place reliance on the work of the management and consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiary, is traced from their financial statements prepared & furnished by the management.

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

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for

safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statement by the Board of Directors of the Holding Company, as aforesaid.

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

The respective Board of Directors of the companies included in Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility

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

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

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the holding 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 ability of the Group 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 Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entity or business activities included in the Consolidated Financial Statements, which have been prepared by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our 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.

Other Matter

We did not audit the financial statements and other financial information, in respect of subsidiaries, whose financial statements / financial information reflects total assets of 413.55 Lacs as at March 31, 2025 and total revenues of 390.00 Lacs and net cash inflows of 155.52 Lacs for the year ended on that date, as considered in the Consolidated Financial Statements. This financial statement and other financial information are unaudited and prepared & furnished by the management.

Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the report prepared and furnished to us by the management.

Our opinion above on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports prepared and furnished by the management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the report prepared and furnished by the management, on separate financial statement of subsidiaries, referred in the other matter paragraph above, we report to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the holding Company so far as it appears from our examination of those books and the reports furnished by the management.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
 - d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.



e) On the basis of the written representations received from the directors of the holding Company as on 31st March 2025 taken on record by the Board of Directors of the holding Company none of the directors of the Group Companies incorporated in India is disqualified as on 31st March 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure A**” which is based on the auditors' reports of the holding Company and a subsidiary company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of Subsidiary.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the subsidiaries incorporated in India, to its directors during the year is in accordance with the provisions of section 197 of the Act.

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, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report furnished by the management on separate financial statements as also the other financial information, noted in the “Other matter” paragraph:

(i) 1). The Company Petition No. 57 of 2023 has been filed u/s 241 and 242 of The Companies Act, 2013 (“the Act”) before the Hon'ble National Company Law Tribunal, ('NCLT'), Mumbai against the Company and its present promoters by Telsonic Holding AG (“CP”). Telsonic Holding AG is a shareholder of the Company purportedly holding 38.45% of the issued and paid-up share capital of the Company (pre-rights issue). The above shareholding of Telsonic Holding AG has been disputed by the Company by filing Company Petition No. 97 of 2024 and Company Application No. 362 of 2024 in the CP before the NCLT, Mumbai. The above Company Petition No. 97 of 2024 and Company Application No. 362 of 2024 are pending adjudication.

2). In the pendency of the above CP, a rights issue was proposed by the Company. Telsonic Holding AG filed a Company Application No. 102 of 2023 seeking a stay of the right issue. The rights issue was concluded by the Company on or about 27th March 2023. Telsonic Holding AG subscribed to the rights issue under protest. Telsonic Holding AG was not issued any shares pursuant to the rights issue. The above was on account of the prohibition contained in Rule 9(A) of the Companies (Prospectus and Allotment of Securities) Rules, 2014. The above Rule inter alia prohibits the issue of rights shares to a shareholder whose shareholding has not been dematerialized.

3) The Hon'ble NCLT passed an Order dated 28th July, 2023 setting aside the rights issue in its entirety (“Order”). The Company has preferred an Appeal against the said Order with the Hon'ble National Company Law Appellate Tribunal, Delhi Bench ('NCLAT'). The same is pending adjudication.

4) It is pertinent that the rights issue stood concluded on 27th March 2023. The allotment of rights shares under the rights issue stood concluded on 30th March 2023. The subscription monies received by the Company had been utilized in connection with the business of the Company a little after March 2023. The Order setting aside the rights issue in its entirety was passed in July 2023. In the above facts, during the pendency of the above Appeal, the Company sought a legal opinion in connection with the preparation of its financial statements for financial year (FY) 2023-24 as regards the impact of the aforesaid Order.

5) The Company was advised to maintain status-quo as regards the shares issued and the deployment of monies received. This advice was given as the Company's Appeal yet had to be adjudicated. Pending the above adjudication, the Company was advised to ensure compliance of the above Order of the NCLT by ensuring that all voting in respect of any resolution at a shareholders meeting be done in accordance with the shareholding pattern as existing pre-rights issue.

6) The Company will proceed on the basis of the shareholding as advised under the Hon'ble NCLT order dated 28th July 2023 and further Order dated 18th December 2024 as existing prior to the rights issue concluded in March 2023. This is being specifically done to comply with the aforesaid Order. The Company is proceeding in the manner aforesaid to ensure that it will not violate the aforesaid Order.

- ii) The Group did not have material foreseeable losses on long-term contracts including derivative contracts.
- iii) An amount of Rs. 7.89 lacs being unpaid dividend up to FY 2016-17 were not transferred to the Investor Education and Protection Fund by the Holding/ Parent Company. It is informed that due to technical error Holding/ Parent Company could not transferred the same.
- iv) a) The respective Managements of the holding company and its subsidiary which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary respectively that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such subsidiaries 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, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b) The respective Managements of the holding company and its subsidiary which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary respectively that, to the best of their knowledge and belief, as disclosed in the notes to accounts, no funds have been received by the holding company or any of such subsidiary from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded or otherwise, that the Parent or any of such subsidiaries shall, directly

or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiary which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under h (iv) (a) and (b) above, contain any material mis-statement.

d)The Parent/Holding Company have neither declared nor paid any dividend during the year.

v) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from April 01, 2023.

Based on our examination the Holding/Parent Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further during the course of our audit, we did not come across any instances of audit trail future being tampered with in respect of other accounting software where the audit trail has been enabled.

Additionally, the audit trail has been preserved by the Holding/Parent Company as per the statutory requirements for record retention to the extent it was enabled and recorded in the previous year.

We are unable to comment on same for subsidiaries, in absence of audited financials.

vi) With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 (“CARO”/ “the Order”) issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the Consolidated Financial Statements to which reporting under CARO is applicable, as provided to us by the Management of the holding company, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the Consolidated Financial Statements.

**FOR PARIKH & PARIKH
CHARTERED ACCOUNTANTS
FRN: 107526W**

**(MILAN G. PARIKH)
PROPRIETOR
M. NO. 038557
UDIN: 25038557BMHZEW3706**

**PLACE : MUMBAI
DATE :29th October, 2025.**



ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(f) under paragraph "Report on Other Legal and Regulatory Requirements" of the Independent Auditors' Report of even date)

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Act.

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended 31st March, 2025, we have audited the internal financial controls over financial reporting of the Group as of 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") issued by ICAI 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. 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 were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the evidence obtained by the management associate company, which is a company incorporated in India, in terms of their representation referred to in the Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the

internal financial controls system over financial reporting with reference to these consolidated financial statements.

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 purposes 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 reflected the transactions and depositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and Directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the 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 March 31, 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 PARIKH & PARIKH
CHARTERED ACCOUNTANTS
FRN: 107526W**

**(MILAN G. PARIKH)
PROPRIETOR
M. NO. 038557
UDIN: 25038557BMHZEW3706**

**PLACE: MUMBAI
DATE: 29th October, 2025.**



CONSOLIDATED BALANCE SHEET AS AT 31.03.2025

PARTICULARS	Note No.	As At 31.03.2025 (Rs. In Lacs)		As At 31.03.2024 (Rs. In Lacs)
I EQUITIES AND LIABILITIES				
Share Holders' Funds				
Share Capital	2	696.65		696.65
Reserves and Surplus	3	4,203.06	4,899.71	4,058.23
				4,754.88
Non-Current Liabilities				
Long Term Borrowings	4	433.60		-
Deferred Tax Liabilities (Net)	5	61.70		33.43
Long Term Provisions	6	161.39	656.69	154.51
				187.94
Current Liabilities				
Short Term Borrowings	7	917.70		690.93
Trade Payables	8			
(A) total outstanding dues of micro enterprises and small enterprises: and		183.70		42.58
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		894.02		1,026.60
Other Current Liabilities	9	596.45		603.20
Short Term Provisions	10	4.10	2,595.97	4.10
				2,367.41
TOTAL			8,152.38	7,310.23
II ASSETS				
Non-Current Assets				
Fixed Assets	11			
Tangible Assets		2,389.91		1,361.99
Intangible Assets		-		-
Capital work-in progress		-		-
Intangible Assets under Development		-		-
			2,389.91	1,361.99
Non-Current Investments	12	3.23		3.23
Long Term Loans and Advances	13	89.78		18.02
			93.01	21.25
Current Assets				
Inventories	14	1,474.02		1,604.52
Trade Receivables	15	800.38		854.55
Cash and Cash equivalents	16	3,089.82		3,137.17
Short Term Loans and Advances	17	273.90		315.50
Other Current Assets	18	31.33		15.25
			5,669.45	5,926.99
TOTAL			8,152.38	7,310.23
Notes (Including Significant Accounting Policies) Forming Part of the Financial Statements	1 - 39			

As per our Report of even date
For **PARIKH & PARIKH**
Chartered Accountants
FRN : 107526W

Milan G. Parikh
Proprietor
M.No.: 38557
UDIN:25038557BMHEW3706
Place : Mumbai
Date : 29 October 2025

For and on behalf of the Board of Directors
ROOP ULTRASONIX LTD.
(Formerly known as ROOP TELSONIC ULTRASONIX LTD.)
CIN : U33120MH1982PLC026800

Dr. Anant S. Trivedi
Director
DIN : 00575030

Rupa A. Trivedi
Whole - time Director
DIN : 00370081

Place : Mumbai
Date : 29 October 2025

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2025

PARTICULARS	Note No.	FOR THE YEAR ENDED ON	
		31.03.2025 (Rs. In Lacs)	31.03.2024 (Rs. In Lacs)
Revenue from Operations	19	6,153.21	6,783.99
Other Income	20	225.02	113.99
Total Income		6,378.23	6,897.99
Expenses:			
Cost of Materials Consumed	21	2,733.64	3,073.63
Changes in Inventories of Finished Goods and Work-in-process	22	17.51	(57.84)
Employee Benefits Expenses	23	1,527.28	1,300.12
Other Expenses	24	1,415.65	1,479.57
Total Expenses		5,694.09	5,795.49
Earnings before interest, tax, depreciation and amortisation (EBITDA)		684.15	1,102.50
Finance Costs	25	134.46	85.89
Depreciation and amortization Expenses	11	182.73	142.08
Profit before Tax		366.96	874.52
Tax Expense:			
Current Tax		90.99	190.16
Current Tax adjustment of earlier years		(3.03)	51.62
Deferred Tax		28.27	38.51
		116.23	280.29
Profit / (Loss) for the Year		250.74	594.23
Earnings per Equity Share: Basic and Diluted	26	3.60	8.53
Notes (Including Significant Accounting Policies) Forming Part of the Financial Statements	1 - 39		

As per our Report of even date
For **PARIKH & PARIKH**
Chartered Accountants
FRN : 107526W

For and on behalf of the Board of Directors
ROOP ULTRASONIX LTD.
(Formerly known as ROOP TELSONIC ULTRASONIX LTD.)
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Milan G. Parikh
Proprietor
M.No.: 38557
UDIN:25038557BMHEW3706
Place : Mumbai
Date : 29 October 2025

Dr. Anant S. Trivedi
Director
DIN : 00575030
Place : Mumbai
Date : 29 October 2025

Rupa A. Trivedi
Whole - time Director
DIN : 00370081

ANNUAL REPORT 2024-2025



Roop Ultrasonix Ltd.

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
A. Cash Flow from Operating Activities		
Net Profit before taxation	366.96	874.52
Adjustments for:		
Depreciation on fixed assets	182.73	142.08
Finance Cost	134.46	85.89
Deduct:		
Dividend Received	(0.03)	(0.02)
Interest income	(94.80)	(56.27)
Effect of exchange rates on translation of operating cashflows	(105.90)	(5.09)
Operating Profit before Working Capital changes	483.42	1,041.11
Adjustments for :		
(Increase) / Decrease in inventories	130.50	(496.76)
(Increase) / Decrease in trade receivables	54.15	(34.83)
(Increase) / Decrease in loans and advances & other current assets	(46.25)	(14.12)
Increase / (Decrease) in trade payables & other current liabilities	1.80	63.69
Increase / (Decrease) in provisions	6.89	(191.66)
CASH GENERATED FROM OPERATIONS	630.50	367.43
Income tax Paid / Adjustments	(87.96)	(241.78)
Net Cash inflow from/ (outflow) from Operating activities	542.54	125.65
B. Cash Flow from Investing Activities		
Purchase of fixed assets	(1,210.61)	(260.99)
Sale of fixed assets	-	24.68
Interest received	94.80	56.27
Dividend received	0.03	0.02
Net Cash inflow from/ (outflow) from Investing activities	(1,115.78)	(180.02)
C. Cash Flow from Financing Activities		
Proceeds from issue of right equity shares	-	-
Proceeds from shares application money	-	-
Refund of shares application money	-	(296.09)
Repayment of borrowings / Loan Taken	660.36	(100.21)
Finance Cost	(134.46)	(85.89)
Dividend paid	-	-
Net Cash inflow from/ (outflow) from Financing activities	525.90	(482.19)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(47.35)	(536.56)
Add: Cash and cash equivalents as at 1st April	3,137.17	3,673.73
Cash and cash equivalents as at 31st March	3,089.82	3,137.17
Cash and cash equivalents comprises of:		
Cash on hand	9.38	6.78
Other Bank Balances		
- On Current Accounts	2,223.98	2,290.36
- On Unpaid Dividend Accounts	22.96	23.17
- On Fixed Deposit Accounts (On Margin on Bank Guarantees)	833.50	816.86
	3,089.82	3,137.17

As per our report of even date
For Parikh & Parikh
 Chartered Accountants
 Firm Registration No. 107526W

For and on behalf of the Board of Directors
ROOP ULTRASONIX LTD.
 (Formerly known as ROOP TELSONIC ULTRASONIX LTD.)
 CIN : U33120MH1982PLC026800

Milan G. Parikh
 Proprietor
 Membership No. 038557
 UDIN:25038557BMHEW3706
 Place: Mumbai.
 Date : 29 October 2025

Dr. Anant S. Trivedi
 Director
 DIN : 00575030

Rupa A. Trivedi
 Whole - time Director
 DIN : 00370081

Place: Mumbai.
 Date : 29 October 2025

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Company overview

Roop Ultrasonix Ltd. (Formerly Known as Roop Telsonic Ultrasonix Ltd.) (the “Company”) is a company domiciled in India and incorporated under the provisions of the Companies Act, 1956 (the “Act”). The Company along with its Subsidiaries (“The Group”) is in the business of manufacturing and sale of various ultrasonic equipment and its accessories. The Group is also engaged in providing services of the said equipment.

1. Significant Accounting Policies:**1.1 Basis of preparation of consolidated financial statement:**

These consolidated financial statements (CFS) of the Group have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) under the historical cost convention as also on accrual basis. These financial statements have been prepared to comply with the accounting standards prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 ('the Accounting Standards') and the relevant provisions of the Act (to the extent notified). In the light of the first proviso to Section 129 (1) of the Act and Schedule III to the Act, the items and terms contained in these consolidated financial statements are in accordance with the Accounting Standards.

1.2 Basis of Consolidation:

- a. The CFS has been prepared in accordance with the requirements of Accounting Standard 21 (AS 21) – 'Consolidated Financial Statements'.
- b. The CFS has been prepared using uniform accounting policies for like transactions and other events in similar circumstances:
 - i) The Financial statements of the Parent Company together with unaudited financial statements, as furnished by the management, of its subsidiary companies have been combined on a line to line basis by adding together like items of assets, liabilities, income and expenses, The subsidiaries are consolidated from acquisition date till the date they cease to become a subsidiary. The intra group balances and intra group transactions and unrealized profit or losses have been fully eliminated unless cost cannot be recovered.
 - ii) The excess of the cost to the company of its investment in a subsidiary over the Company's portion of equity of the subsidiary, at the year end, is accounted as Goodwill; when the cost to the Company of its investment in the subsidiary is less than the Company's portion of equity of the subsidiary, at the year end, the difference is accounted as Capital Reserve.

c. The subsidiaries considered in the preparation of the CFS and the shareholding of the Company in these Companies is as follows:

Subsidiaries	Country of Incorporation	Ownership interest
RTUL Ultrasonic (Thailand) Co.Ltd.	Thailand	100%
RTUL Ultrasonic SDN.BHD.	Malaysia	100%
RTUL Ultrasonic INC	USA	100%

1.3 Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) in India requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of revenues and expenses during the year. Examples of such estimates includes provisions for doubtful receivables, employee benefits, provision for income taxes, the useful lives of the depreciable fixed assets and provision for impairment. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognized in the period in which the results are known / materialised.

1.4 Property, Plant and Equipments (Tangible/Intangible):

(a) Land (Leasehold) is valued at cost less amortisation.

(b) Other Fixed assets are carried at the cost of acquisition or construction, less accumulated depreciation/amortization. The cost of fixed assets includes taxes (other than those subsequently recoverable from tax authorities), duties, freight and other incidental expenses related to the acquisition and installation of the respective assets. Interest on borrowed funds directly attributable to the qualifying assets up to the period such assets are put to use, is included in the cost.

(c) Intangible an assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment loss, if any.

1.5 Depreciation and Amortisation:

(a) Depreciation on tangible fixed assets is provided on straight line method over the useful lives and residual values of assets as prescribed under Part C of Schedule II of The Companies Act, 2013.

(b) Leasehold land is being amortised on the straight line method over the period of lease.

© Intangible assets viz. Deferred Revenue Expenditure is amortised on the straight line method over their estimated useful life of 5 Years.

1.6 Impairment:

At Balance Sheet date, an assessment is done to determine whether there is any indication of impairment in the carrying amount of the Company's fixed assets. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

An assessment is also done at each Balance Sheet date whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. If any such indication exists the asset's recoverable amount is estimated. The carrying amount of the fixed asset is increased to the revised estimate of its recoverable amount but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss is recognised in the Statement of Profit and Loss.

After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

1.7 Revenue Recognition:

- (a) Revenue from sale of goods is recognised only when it can be reliably measured and it is reasonable to expect ultimate collection. The amount recognised as sale is exclusive of GST and is net of returns.
- (b) Revenue from service is recognised on rendering of services to customers.
- (c) Dividend income is recognised when the right to receive payment is established.
- (d) Interest income is recognised on the time proportion basis.

1.8 Lease accounting:

Where the company is lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

1.9 Inventories:

(a) Raw materials, work in progress, finished goods, stores, spares, traded items and consumables are carried at the lower of cost and net realisable value. The comparison of cost and net realisable value is made on an item-by-item basis. Damaged, unserviceable and inert stocks are suitably depreciated.

(b) In determining cost of raw materials, traded items, stores, spares and consumables, weighted average cost method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

© Cost of finished goods and work-in-process includes the cost of raw materials, an appropriate share of fixed and variable production overheads, excise duty as applicable and other costs incurred in bringing the inventories to their present location and condition. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

1.10 Investments:

Long term investments are carried at cost. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary in the opinion of the management. Current investments are carried at cost. The comparison of cost and fair value is done separately in respect of each category of investments.

Profit and loss on sale of investments is determined on a first-in-first-out (FIFO) basis.

1.11 Transactions in Foreign Exchange:

(a) Initial Recognition :

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the Profit and Loss Account of the year.

(b) Conversion :

Monetary assets and liabilities denominated in foreign currencies, which are outstanding as at the year-end are translated at the closing exchange rate and the resultant exchange differences are recognised in the Profit and Loss Account. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

(c) Exchange difference :

All other exchange differences are recognised as income or as expenses in the period in which they arise. The premium or discount on forward exchange contracts is recognized over the period of the contracts in the Profit and Loss Account.

(d) Translation of non-integral foreign operation :

Foreign operations of the Group are classified under non-integral foreign operations. In translating the financial statements of non-integral foreign operations for incorporation in financial statements, the assets and liabilities, both monetary and non-monetary, of the non-integral foreign operations are translated at closing rate, statement of Profit and loss of the non-integral operations are translated at the monthly average exchange rate; all the resulting differences are accumulated in Foreign Currency Translation Reserve (FCTR) until the disposal of the net investment.

On the disposal of a non-integral foreign operation, the cumulative amount of the exchange differences which have been deferred and which relate to that operation are recognized as income or expenses in the same period in which gain or loss on disposal is recognized.

When there is a change in the classification of a foreign operation, the translation procedures applicable to the revised classification are applied from the date of the change in the classification.

1.12 Sundry Debtors:

Sundry debtors are stated after writing off debts considered as bad. Adequate provision is made for debts considered doubtful.

1.13 Employee Benefits:

A. Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognised in the period in which the employee renders the related service. The Company recognises the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

B. Post-Employment Benefits

Company's contribution to Recognised Provident fund is charged to Profit & Loss A/c.

The Company has taken a policy with LIC for the payment of gratuity. The premium on the policy is debited to provision for gratuity account in the year of payment.

1.14 Income Tax:

Tax expense comprises of current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961) & deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period).

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the Balance Sheet date.

Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each Balance Sheet date to reassess realisation.

1.15 Provisions and Contingencies:

The Company creates a provision when there exists a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

1.16 Earnings Per Share:

The Basic and Diluted Earnings Per Share ("EPS") is computed by dividing the net profit after tax for the year by weighted average number of equity shares outstanding during the year.

1.17 Borrowing Costs:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

1.18 Proposed Dividend:

The Company recognises a liability for any dividend declared but not distributed at the end reporting period when the distribution is authorised and the distribution is no longer at the discretion of the company on or before the end of the reporting period. A corresponding amount is recognised directly in equity.

1.19 Research & Developments:

Revenue Expenditure on Research & Development is charged against the profit of the year in which it is incurred and capital expenditure is shown as additions to Fixed Assets.

1.20 Measurement of EBITDA:

As permitted by the Guidance Note on the Revised Schedule VI to the Act, the Company has elected to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of the profit and loss. The Company measures EBITDA on the basis of profit from continuing operations. In its measurement, the Company does not include depreciation and amortization expense, finance cost and tax expense.

1.21 Segment Reporting Policies:

Primary segment is identified based on the nature of products, the different risks and returns and the internal business reporting system. Secondary Segment is identified based on the geographical location of its customers.

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

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Roop Ultrasonix Ltd.

Particulars	AS AT 31.03.2025 (Rs.in Lacs)	AS AT 31.03.2024 (Rs.in Lacs)
2 : SHARE CAPITAL		
(a) AUTHORISED : 97,50,000 (Pr. Year 97,50,000) Equity Shares of Rs. 10/- each.	975.00	975.00
	975.00	975.00
(b) ISSUED, SUBSCRIBED AND PAID UP : 69,66,524 (Pr. Year 69,66,524) Equity Shares of Rs. 10/- each fully paid up.*	696.65	696.65
Share Application Money Excess Share Application Money Collected, to be Refunded	-	-
	696.65	696.65

*** Note**

- 1 Please refer note as annexed as annexure 2(A)
- 2 (a) The above reported issued,Subscribed and paid up capital of Rs. 696.65 lakhs consists of 69,66,524 Equity Shares of Rs. 10/- each fully paid up (after rights) but shall be read as Rs.348.33 lakhs consisting of 34,83,262 equity shares of Rs. 10/- each (before rights) as per the directions of Hon'ble NCLT order dated 18th December, 2024. Difference of amount is refundable to the shareholders as per the final outcome of litigation.

(b) Information on shareholders = Details of Shareholders holding more than 5% equity shares in the Company - Before Right Issue as per Annual Return

Name of the Shareholder	Relationship	As at March 31, 2025		As at March 31, 2024	
		No. of Shares	% held	No. of Shares	% held
Dr. Anant S. Trivedi	Director	7,17,130	20.59	7,17,130	20.59
A. S. Trivedi - HUF	HUF of Director	2,91,325	8.36	2,91,325	8.36
Mrs. Rupa A. Trivedi	Director	2,73,230	7.84	2,73,230	7.84
Mr. Aditya A. Trivedi	Key Managerial Person	2,17,710	6.25	2,17,710	6.25
Telsonic Holding AG / Telsonic Group *	Body Corporate Shareholder.	13,39,401	38.45	13,39,401	38.45

*Note: As per the order of Hon'ble NCLT dated 28th July,2023, the above are the details of more than 5% equity shareholders of the Company. It is further pertinent to note that the order of the Hon'ble NCLT which is currently under appeal at the Hon'ble NCLAT, if appeal is allowed will result in the following shareholding of the company.

(b) Information on shareholders = Details of Shareholders holding more than 5% equity shares in the Company - After Right Issue as per Annual Return

Name of the Shareholder	Relationship	As at March 31, 2025		As at March 31, 2024	
		No. of Shares	% held	No. of Shares	% held
Dr. Anant S. Trivedi	Director	22,09,304	31.71	22,09,304	31.71
A. S. Trivedi - HUF	HUF of Director	8,97,501	12.88	8,97,501	12.88
Mrs. Rupa A. Trivedi	Director	8,41,756	12.08	8,41,758	12.08
Mr. Aditya A. Trivedi	Key Managerial Person	6,75,212	9.69	6,70,712	9.63
Telsonic Holding AG / Telsonic Group *	Body Corporate Shareholder.	13,39,401	19.23	13,39,401	19.23

(c) Reconciliation of number of shares - - Before Right Issue as per Annual Return

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Rs.	No. of Shares	Rs.
Shares outstanding at the beginning of the year	34,83,262	3,48,32,620	34,83,262	3,48,32,620
Shares issued & subscribe during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	34,83,262	3,48,32,620	34,83,262	3,48,32,620

(c) Reconciliation of number of shares - - After Right Issue as per Annual Return

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Rs.	No. of Shares	Rs.
Shares outstanding at the beginning of the year	69,66,524	6,96,65,240	69,66,524	6,96,65,240
Shares issued & subscribe during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	69,66,524	6,96,65,240	69,66,524	6,96,65,240

(d) Information on equity shares allotted without receipt of cash or allotted as bonus shares or shares bought back - Nil.

(e) Terms / rights attached to Equity Shares

i) The Company has only one class of shares referred to as equity shares having a par value of 10/- per share. Each holder of equity shares is entitled to one vote per share.

ii) The holding Company declares and pays dividends in Indian Rupees. Payment of dividend is also made in foreign currency to shareholders outside India. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in the case of Interim dividend.

iii) As per the Companies Act, 2013, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the event of liquidation of the Company. However no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

Shareholding of Promoters & KMP -Before Right Issue as per Annual Return

Name of Shareholder	As at 31 March 2025			As at 31 March 2024		
	Number of shares	% of total shares	% Change during the year	Number of shares	% of total shares	% Change during the year
Dr. Anant S. Trivedi	7,17,130	20.59	-	7,17,130	20.59	-
Telsonic Holding AG / Telsonic Group *	2,91,325	8.36	-	2,91,325	8.36	-
Mrs. Rupa A. Trivedi	2,73,230	7.84	-	2,73,230	7.84	-
Mr. Aditya A. Trivedi	2,17,710	6.25	-	2,17,710	6.25	-

Shareholding of Promoters & KMP - After Right Issue as per Annual Return

Name of Shareholder	As at 31 March 2025			As at 31 March 2024		
	Number of shares	% of total shares	% Change during the year	Number of shares	% of total shares	% Change during the year
Dr. Anant S. Trivedi	22,09,304	31.71	-	22,09,304	31.71	-
Telsonic Holding AG / Telsonic Group *	8,97,501	12.88	-	8,97,501	12.88	-
Mrs. Rupa A. Trivedi	8,41,756	12.08	-	8,41,756	12.08	-
Mr. Aditya A. Trivedi	6,75,212	9.69	0.01	6,70,712	9.63	-

Annexure 2(A) of Notes forming parts of accounts for the year ended 31.03.2025.

1. Company Petition No. 57 of 2023 is filed against the Company and its present promoters by Telsonic Holding AG (who is one of the shareholders' of the Company purportedly holding 38.45% of the issued and paid-up share capital of the Company (pre-rights issue)) under Sections 241 and 242 of The Companies Act, 2013 ("Act") before the Hon'ble National Company Law Tribunal, Mumbai ("Company Petition 57/23"). Telsonic Holding AG's shareholding of 38.45% of the issued and paid-up share capital of the Company (pre-rights issue) has been disputed by the Company by filing another Company Petition No. 97 of 2024 for rectification of its Register of Members before the Hon'ble National Company Law Tribunal, Mumbai and Company Application No. 362 of 2024 in Company Petition 57/23 challenging the maintainability of the Company Petition 57/23 before the Hon'ble National Company Law Tribunal, Mumbai. Both the said Company Petition and Company Application are pending adjudication before the Hon'ble National Company Law Tribunal, Mumbai.
2. Pending the Company Petition 57/23, a rights issue was proposed by the Company in March 2023. Telsonic Holding AG therefore filed a Company Application No. 102 of 2023 in Company Petition 57/23 seeking a stay of the said rights issue. The rights issue was concluded by the Company on or about 27th March 2023. Telsonic Holding AG subscribed to the rights issue under protest; however it was not issued any shares on account of the prohibition contained in Rule 9(A) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 which inter alia prohibits the issue of rights shares to a shareholder whose shareholding has not been dematerialized.
3. The Hon'ble National Company Law Tribunal, Mumbai passed an Order dated 28th July, 2023 setting aside the rights issue of the Company in its entirety. The Company thereafter preferred an Appeal against the Order dated 28th July, 2023 with the Hon'ble National Company Law Appellate Tribunal, Delhi Bench which is also pending adjudication.
4. The allotment of rights shares under the rights issue concluded on 27th March 2023 and the Company utilised the subscription monies received by it in connection with its business shortly after March 2023. The Order dated 28th July, 2023 was passed in July 2023. In the above facts, the Company sought a legal opinion in connection with the preparation of its financial statements for financial year 2023-24 as regards the impact of the Order dated 28th July, 2023.
5. Since the Appeal filed by the Company the Hon'ble National Company Law Appellate Tribunal, Delhi Bench was yet had to be adjudicated, the Company was advised to (i) maintain status-quo as regards the shares issued and the deployment of subscription monies received by it; and (ii) ensure compliance of the Order of the Hon'ble National Company Law Tribunal, Mumbai by ensuring that all voting in respect of any resolutions at a shareholders' meeting should be done in accordance with the shareholding pattern as existing pre-rights issue.
6. The Company will therefore proceed on the basis of the shareholding as advised in the Order dated 28th July 2023 and further Order dated 18th December 2024 passed by the Hon'ble National Company Law Tribunal, Mumbai as existing pre the rights issue to comply with the Order dated 28th July 2023 and to ensure that it will not violate the same.

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Roop Ultrasonix Ltd.

Particulars	AS AT 31.03.2025 (Rs.in Lacs)		AS AT 31.03.2024 (Rs.in Lacs)	
	3 : RESERVES AND SURPLUS			
(a) Capital Reserve - As per last B/Sheet		15.00		15.00
(b) Capital Reserve on Consolidation		38.75		32.18
(c) Securities Premium Reserve		416.56		416.56
(d) General Reserve				
As per last Balance Sheet	1,081.00		981.00	
Add: Transfer from Statement of Profit & Loss	100.00		100.00	
		1,181.00		1,081.00
(e) Foreign Currency Translaion Reserve				
As per last Balance Sheet	297.92		300.91	
Add: Currency translation gain/(loss) during the year	(112.47)	185.45	(2.99)	297.92
(f) Surplus in the Statement of Profit and Loss				
Opening Balance as per last Financial Statement	2,215.56		1,721.34	
Add: Net Profit after Tax tfd. From Statement of Profit and Loss Account	250.74		594.23	
Less : Prior Period Adjustments	-		-	
Appropriations:				
Tfd. to General Reserve	100.00		100.00	
Dividend Paid on Equity Shares	-		-	
Closing Balance		2,366.30		2,215.56
Total		4,203.06		4,058.23
4 : LONG TERM BORROWINGS				
Secured				
Term Loans (Refer Note**)				
From Banks	457.98		-	
Less : Current maturities of long term debts	50.42	407.56	-	-
Vehicle Loan (Refer Note**)				
From Others	48.00		-	
Less : Current maturities of long term debts	21.95	26.05	-	-
		433.60		-
**Note :				
1 Term loans from Financial Institutions / Banks are secured by:				
(a) Hypothecation of Stock and Book Debts				
(b) First and exclusive charge of commercial offices specified in the relevant loan agreements and Planr and Machinaries.				
(c) Mortgage of company's immovable properties specified in the relevant loan agreements.				
(d) Personal guarantees of Directors.				
2 Vehicle loans are secured against specified assets.				
3 Terms of repayment of loans:				
Name of Bank	Period of maturity	Repayable in total No. of monthly Instalments	Amount of Instalment (Rs. In Lacs)	Rate of Interest
Secured				
Term Loans				
Central Bank of India - 500.00 Lacs	April, 2034	119	4.20	9.70%
Secured				
Vehicle Loans				
From Others - 48.00 Lacs	April, 2027	25	2.11	8.75%
5 : DEFERRED TAX LIABILITY (NET)				
The Company has recognized deferred tax arising on account of timing differences, being the difference between the taxable income and accounting income, that originates in one period and is capable of reversal in one or more subsequent period(s) in compliance with Accounting Standard (AS 22) – Accounting for Taxes on income.				
The major components of deferred tax (liabilities)/assets arising on account of timing differences & carried forward losses as at year end are as follows:				
Items of Timing Difference		AS AT 31.03.2025 (Rs. In Lacs)		AS AT 31.03.2024 (Rs. In Lacs)
Deferred Tax Liabilities				
Depreciation and amortisation		(102.32)		72.31
Gross Deferred Tax Liabilities		(102.32)		72.31
Deferred Tax Assets				
Provision on employee benefits		(40.62)		38.89
Gross Deferred Tax Assets		(40.62)		38.89
Net Deferred Tax Liabilities upto the year end		(61.70)		(33.43)
Add : Opening Balance		(33.43)		5.08
Net Deferred Tax Liabilities for the year		(28.27)		(38.51)

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Roop Ultrasonix Ltd.

Particulars		AS AT 31.03.2025 (Rs. In Lacs)		AS AT 31.03.2024 (Rs. In Lacs)
6 : LONG TERM PROVISIONS				
Provision for employee benefits For Gratuity		161.39		154.51
		161.39		154.51
7 : SHORT TERM BORROWINGS				
Secured:				
Loans repayable on demand (Refer Note (a) below)				
From Banks				
Working Capital Loan (Refer note (b) below)	917.70		690.93	
		917.70		690.93
		917.70		690.93

Note :

1. Cash Credit / Working Capital Demand Loan, from Central Bank of India is secured by hypothecation of Inventory and Receivables of the company, both, present and future, as well as by the mortgage of the specified immovable properties and movable assets of the company and personal guarantees of Directors.

2. These loans carry an interest rate range as mentioned below:

a) Working Capital Loan:

Cash Credit	9.35%
Packing Credit	8.85%

3) The company has availed short term borrowings from banks or financial institutions on the basis of security of current assets. The company is required to file periodic returns with banks, including those related to current assets. The returns are extracted from audited / unaudited financial information provided by the Company, summary of which are tabulated below,

(Rs. In Lacs)

Quarter	Name of Bank	Particulars	Amount as per books of account	Amount as reported in the quarterly return/state ment	Amount of Difference	Whether return/state ment subsequently rectified
Q 1 June 2024	Central Bank of India	Inventories	1,443	1,445	(2)	No
		Trade Receivables	405	578	(173)	
		Trade Payables	233	430	(197)	
Q 2 September 2024	Central Bank of India	Inventories	1,365	1,445	(80)	No
		Trade Receivables	360	371	(12)	
		Trade Payables	354	333	21	
Q 3 December 2024	Central Bank of India	Inventories	1,388	1,445	(57)	No
		Trade Receivables	395	403	(8)	
		Trade Payables	508	416	92	
Q 4 March 2025	Central Bank of India	Inventories	1,388	1,445	(57)	Yes
		Trade Receivables	726	448	277	
		Trade Payables	512	390	122	

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Roop Ultrasonix Ltd.

Particulars	AS AT 31.03.2025 (Rs. In Lacs)	AS AT 31.03.2024 (Rs. In Lacs)
8 : TRADE PAYABLES		
Due to Micro, Small and Medium Enterprise	183.70	42.58
Others than Micro and Small Enterprise	894.02	1,026.60
	1,077.72	1,069.18

Disclosure in accordance with Section 22 of Micro, Small and Medium Enterprises Development Act, 2006:

* The Company has initiated the process of obtaining confirmation from suppliers relating the registration under the Micro, Small and Medium Enterprises Development Act, 2006. The suppliers are not registered wherever confirmations are received and in other cases, The Company is not aware of their registration status and information as required by Schedule VI to the Act is not disclosed as it is not determinable. No interest on delayed payments to MSME, if any is provided and/or demanded.

Particulars	As At 31.03.2025 Amt. Rs.	As At 31.03.2024 Amt. Rs.
Principal amount remaining unpaid and interest due thereon		
- Principal Amount	183.70	42.58
- Interest	-	-
Interest paid in terms of Section 16	-	-
Interest due and payable for the period of delay in payment	-	-
Interest accrued and remaining unpaid	-	-
Interest due and payable even in succeeding years	-	-

Trade payables ageing schedule

As at 31 March 2025

(Rs. In Lacs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 Years	2-3 years	More than 3 years	
(i) MSME	181.03	2.67	-	-	183.70
(ii) Others	845.24	0.27	18.65	29.85	894.02
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-

As at 31 March 2024

(Rs. In Lacs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 Years	2-3 years	More than 3 years	
(i) MSME	42.58	-	-	-	42.58
(ii) Others	722.93	32.68	29.03	241.97	1,026.60
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-

9 : OTHER CURRENT LIABILITIES

Current maturities of long-term debts:

Term Loan

Secured

From Banks

50.42

-

Vehicle Loans

Secured (Secured against specified assets)

From others

21.95

-

Other Payables

Statutory dues

Unpaid Dividends

Advance from Customers

133.24

67.28

22.96

300.60

115.02

90.51

23.17

374.50

596.45

603.20

10 : SHORT TERM PROVISIONS

Unpaid Expenses

Proposed Dividend

4.10

-

4.10

-

4.10

4.10

4.10

4.10

11. Property, plant and equipment		(Rs. In Lacs)											
		Land (Leasehold)	Building	Office Premises	Plant & Machinery	Furniture & Fixtures	Vehicles	Electrical Installations	Air Conditioners	Tools, Jigs & Fixtures	Office Equipment	Computers	Total tangible assets
Gross carrying amount as at 1 April 2023		221.68	1,028.29	-	883.74	89.42	280.74	122.61	139.09	31.63	106.52	201.38	3,105.11
Translation Difference		-	-	-	(0.54)	(0.55)	(0.29)	-	-	-	(0.24)	(0.07)	(1.69)
Additions		-	-	-	40.95	4.75	197.77	-	6.06	0.24	2.52	10.39	262.69
Disposals		-	-	-	-	-	88.20	-	-	-	-	-	88.20
Gross carrying amount as at 31 March 2024		221.68	1,028.29	-	924.15	93.62	390.01	122.61	145.16	31.86	108.81	211.71	3,277.90
Accumulated depreciation as at 1 April 2023		90.43	412.20	-	652.65	80.41	126.84	114.46	110.57	24.11	90.52	135.16	1,837.35
Translation Difference		-	-	-	(0.54)	(0.55)	(0.29)	-	-	-	(0.24)	(0.06)	(1.68)
Depreciation for the period		5.87	31.51	-	22.99	1.52	34.08	1.93	8.55	1.39	3.64	30.60	142.08
Disposals		-	-	-	-	-	61.84	-	-	-	-	-	61.84
Accumulated depreciation as at 31 March 2024		96.30	443.71	-	675.10	81.38	98.79	116.39	119.13	25.49	93.92	165.70	1,915.91
Net carrying amount as at 31 March 2024		125.38	584.58	-	249.05	12.24	291.22	6.22	26.03	6.37	14.89	46.01	1,361.99
Gross carrying amount as at 1 April 2024		221.68	1,028.29	-	924.15	93.62	390.01	122.61	145.16	31.86	108.81	211.71	3,277.90
Translation Difference		-	-	-	0.92	1.09	0.49	-	-	-	0.40	0.12	3.01
Additions		-	1.67	896.82	184.77	4.63	60.43	0.21	15.43	3.69	8.50	34.46	1,210.61
Disposals		-	-	-	-	-	-	-	-	-	-	-	-
Gross carrying amount as at 31 March 2025		221.68	1,029.96	896.82	1,109.84	99.35	450.93	122.82	160.58	35.55	117.70	246.28	4,491.52
Accumulated depreciation as at 1 April 2024		96.30	443.71	-	675.10	81.38	98.79	116.39	119.13	25.49	93.92	165.70	1,915.91
Translation Difference		-	-	-	0.91	1.05	0.49	-	-	-	0.40	0.11	2.96
Depreciation for the period		5.87	31.55	16.14	31.48	1.80	44.78	0.11	7.30	1.80	3.59	38.30	182.74
Disposals		-	-	-	-	-	-	-	-	-	-	-	-
Accumulated depreciation as at 31 March 2025		102.17	475.26	16.14	707.49	84.24	144.05	116.50	126.43	27.29	97.90	204.11	2,101.61
Net carrying amount as at 31 March 2025		119.51	554.70	880.68	402.35	15.11	306.88	6.32	34.15	8.26	19.80	42.17	2,389.91

Particulars		AS AT 31.03.2025 (Rs.in Lacs)		AS AT 31.03.2024 (Rs.in Lacs)
12 : NON CURRENT INVESTMENTS				
Trade / Other Investments				
<u>Investment in Equity Instruments</u>				
(i) Unquoted		1.09		1.09
1,766 (1,766) Equity Shares of Usher Agro Ltd.				
(ii) Quoted	0.06		0.06	
26 (26) Equity Shares of TCS Ltd.				
(iii) Mutual Funds				
9500 (9500) DSP Merrill Lynch Micro Cap Fund	0.95		0.95	
800 (800) HDFC Gold Exchange Bonds	0.24		0.24	
300 (300) KOTAK Gold Exchange Bonds	0.88	2.14	0.88	2.14
		3.23		3.23
Market Value of Quoted Investments / Mutual Funds		18.96		16.08
13 : LONG TERM LOANS AND ADVANCES				
<u>Security Deposits</u>				
Unsecured Considered Good		18.45		16.98
<u>Other loans and advances</u>				
Advances recoverable in cash or in kind for value to be recd.				
Unsecured Considered Good				
To Others		13.09		-
Advance Tax Paid	149.28		191.08	
Less : Provision for Taxes	91.04	58.24	190.04	1.04
		89.78		18.02
14 : INVENTORIES				
Raw Materials & Components		1,301.52		1,414.27
Goods in Transit		-		-
Finished and Semi-finished Goods		172.49		190.24
		1,474.02		1,604.52
15 : TRADE RECEIVABLES				
Unsecured Considered Good		800.38		854.55
		800.38		854.55
<u>Trade Receivable stated above include debts due by:</u>				
Directors			-	-
Other officers of the Company			-	-
Firm in which director is a partner			-	-
Company in which director is a member	-	-	-	-

ANNUAL REPORT 2024-2025



Roop Ultrasonix Ltd.

Particulars		AS AT 31.03.2025 (Rs.in Lacs)		AS AT 31.03.2024 (Rs.in Lacs)
16 : CASH AND BANK BALANCES				
Cash and cash equivalents				
Cash on hand		9.38		6.78
Cheques, Drafts on hand		-		-
Other Bank Balances				
- On Current Accounts	2,223.98		2,290.36	
- On Unpaid Dividend Accounts	22.96		23.17	
- On Fixed Deposit Accounts (On Margin on Bank Guarantees)	833.50		816.86	
		3,080.44		3,130.39
		3,089.82		3,137.17
17 : SHORT TERM LOANS AND ADVANCES				
Loans and advances to Others				
Unsecured, considered good				
Advances recoverable in cash or in kind for value to be recd.	34.15		29.01	
Deposits & Recievables	67.96		108.37	
Advances to Suppliers	31.22		61.14	
Balance with Excise and Service Authorities	140.57	273.90	116.98	315.50
		273.90		315.50
18 : OTHER CURRENT ASSETS				
Interest Accrued on Investments on Fixed Deposit Accounts with maturity beyond 12 months from Balance Sheet date		31.33		15.25
		31.33		15.25
19 : REVENUE FROM OPERATIONS				
Sale of Products		6,020.54		6,661.26
Income From Services		132.67		122.73
		6,153.21		6,783.99
Particulars of Sales of Products				
Ultrasonic Equipments		4,762.73		6,545.94
Others		1,257.81		115.33
		6,020.54		6,661.26
20 : OTHER INCOME				
Dividend Received		0.03		0.02
Interest Received		94.80		56.27
Exchange Rate Fluctuation		121.35		56.84
Sundry Bal. W/Back		6.61		-
Miscellaneous Income		2.24		0.86
		225.02		113.99
21 : COST OF RAW MATERIALS CONSUMED				
Opening Stock		1,414.27		961.75
Add : Purchases		2,620.89		3,526.16
		4,035.17		4,487.91
Less : Closing Stock		1,301.52		1,414.27
		2,733.64		3,073.63
Details of Raw Materials Consumed :				
Semi Conductor, Electronic Components, etc.		2,262.98		2,566.62
Others		470.67		507.02
		2,733.64		3,073.63
22 : CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROCESS				
Finished Goods / Work In Progress:				
Closing Stock		172.49		190.24
Less : Opening Stock		190.01		132.41
		17.51		(57.84)
23 : EMPLOYEE BENEFITS EXPENSES				
Directors' Remuneration		25.25		50.85
KMP Remuneration		56.49		53.22
Salaries, Wages and Benefits		1,313.17		1,095.72
Contribution to Provident Fund and Other Funds		51.30		46.28
Staff Welfare Expenses		45.09		37.31
Gratuity Expenses		35.98		16.73
		1,527.28		1,300.12

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Roop Ultrasonix Ltd.

Particulars		AS AT 31.03.2025 (Rs. In Lacs)		AS AT 31.03.2024 (Rs. In Lacs)
24 : OTHER EXPENSES				
Electricity Charges		69.27		64.95
Insurance Charges (Net)		36.29		31.28
Labour Charges		35.32		46.96
Packing Charges (Net)		37.40		51.82
Installation Charges		0.08		-
Testing Charges		1.09		0.06
Repairs & Maintenance Expenses		119.10		106.20
Research & Development Expenses		96.99		94.81
Commission on Sales		114.07		143.14
Selling Expenses		50.65		56.54
Advertisement & Publicity		31.60		24.80
Transport & Delivery Charges		171.71		130.13
Agency Expenses		7.61		4.17
Rates, Taxes & Water Charges		4.87		5.68
Printing & Stationery Expenses		17.53		7.10
Communication Expenses		22.03		18.48
Travelling & Conveyance Charges		133.71		134.02
Legal & Professional Charges		222.87		190.36
Motor Car Expenses		18.53		21.86
Rent		56.44		113.71
Sundry Expenses		24.32		20.03
<u>Auditors' Remuneration:</u>				
Audit Fees	2.71		2.28	
Tax Audit Fees	0.75		0.75	
Certification & Others	3.25	6.71	3.25	6.28
Membership & Subscription		3.07		40.03
Bad Debts Written Off		52.98		64.63
CSR Expenses		15.00		13.39
Exchange Rate Fluctuation		-		34.29
Director Sitting Fees		2.00		2.00
Preliminary Expenses W/off		-		-
Guarantee Commission Paid to Director		50.00		50.00
Loss on Sale of Fixed Assets		-		2.83
Loss on outward remittance scam		14.39		-
		1,415.65		1,479.57
25 : FINANCE COST				
Interest Expense				
On Working Capital Facilities	74.00			49.74
On Term Loans	39.76			2.05
On Others	-			0.11
		113.76		51.91
Other Borrowing Costs				
Bank & Finance Charges		20.70		33.99
		134.46		85.89
26 : EARNINGS PER EQUITY SHARES				
Basic/ Diluted Earnings per Share				
Profit/(Loss) attributable to Equity shareholders		250.74		594.23
Weighted average number of equity shares		69,66,524		69,66,524
Basic Earnings Per Share		3.60		8.53
Face value per Share		10.00		10.00
27 : CONTINGENT LIABILITIES & COMMITMENTS				
a) Contingent Liabilities not provided for:				
Counter Guarantee given to Bankers in respect of Bank Guarantee furnished by them.		219.03		370.21
b) The Company sells certain products with warranties. In the opinion of the management the expected liability, if any, is not significant and hence, it is not provided.		-		-
c) Please refer note as annexed as annexure 2(A)				
28 - CAPITAL COMMITMENTS & ADVANCES				
a) Capital Commitments	-			-
b) Advance against above commitments	-			-

29 : RELATED PARTY DISCLOSURES

(a) Related party disclosures, as required by Accounting Standard 18 - "Related Party Disclosures" are given below:

I. Other Corporate Shareholder having more than 5% holding:

a) Telsonic AG (Subsidiary of Telsonic Holding AG).

II. Directors :

- a) Dr. A. S. Trivedi
 b) Mrs. Rupa A. Trivedi
 c) Mr. Kodur Rajagopalan Puthavetil
 d) Mrs. Karishma Vipul Tanna
 e) Mr. Natwarlal Vallabhdas Trivedi

III. Key Managerial Personnel:

a) Mr. Aditya A. Trivedi

IV. Relative of Directors :

- a) Dr. A. S. Trivedi (HUF)
 b) S S Trivedi Foundation
 c) Kay Impex Pvt Ltd
 d) Tetrasonix LLC
 e) 3A Innovative Technologies Pvt. Ltd.
 f) Elio Tech LLP
 g) Adiv Pure Nature Products Pvt. Ltd.

(b) Details of transactions with related parties:

Particulars	Transactions for the		Amount receivable (payable)	
	Year ended on		As at	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Sales of Goods & AMC				
Tetrasonix LLC	-	-	-	4.81
Purchase of Goods and Services				
Kay Impex Pvt Ltd	28.13	5.10	(0.94)	-
Rent Paid				
Mrs. Rupa A. Trivedi	6.59	6.14	-	-
Deposit taken / (repaid) from Directors				
A.S. Trivedi (HUF)	-	30.00 / (30.00)	-	-
Remuneration Paid to Directors				
Dr. A.S. Trivedi	-	25.60	-	-
Mrs. Rupa A. Trivedi	25.25	25.25	(1.40)	(1.40)
Sitting Fees Paid to Directors				
Mr. Kodur Rajagopalan Puthavetil	2.00	2.00	-	-
Remuneration Paid to Key Managerial Personnel				
Mr. Aditya A. Trivedi	56.49	53.22	(3.07)	(2.89)
Commission Paid				
Dr. A.S. Trivedi	50.00	50.00	(47.50)	(47.50)
Tetrasonix LLC	25.74	44.39	(31.41)	(22.65)
CSR Expenses :				
SS Trivedi Foundation	15.00	13.00	-	-

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Roop Ultrasonix Ltd.

30 : DISCLOSURE AS PER ACCOUNTING STANDARD 19 ON "LEASE":

Where the Company is a Lessee :

i) The Company has taken office premises under operating lease or leave and licence agreements. These are generally cancellable and range between 11 months & five years. under leave and licence, or longer for other leases and are renewable by mutual consent on mutually agreeable terms.

ii) Lease / Rent payments are recognised in the Statement of Profit and Loss as 'Rent' under 'Other expenses' in Note 24.

iii) Future minimum lease rental payable is as under:

Particulars	AS AT 31.03.2025 (Rs. In Lacs)	AS AT 31.03.2024 (Rs. In Lacs)
Within 1 Year	29.41	29.41
After 1 Year but before 5 Years	117.65	118.08
After 5 Years	-	-

iv) Land taken on lease have been amortised over the respective lease period and Rs. 5.87 Lacs (Previous year Rs. 5.87 Lacs) has been amortised during the year.

31 : RESEARCH & DEVELOPMENT EXPENSES

The company has an In house R & D Centre. The details of revenue expenditure incurred during the year by the said R & D Centre and to charged Statement of Profit & Loss Account is as under:

Particulars	YEAR ENDED 31.03.2025 (Rs. In Lacs)	YEAR ENDED 31.03.2024 (Rs. In Lacs)
Employee Benefit Expenses	76.25	63.20
Cost of Materials consumed	7.55	11.67
Other Expenses	13.19	19.94
	96.99	94.81

32 : FINANCIAL AND OTHER DERIVATIVE INSTRUMENTS

Foreign Currency exposure that are not hedged by the derivative instruments:

Particulars	Currency	Balance As at March 31, 2025		Balance As at March 31, 2024	
		In Foreign Currency (in Lacs)	Amount (Rs. In Lacs)	In Foreign Currency (in Lacs)	Amount (Rs. In Lacs)
Export Trade Receivables	US\$	5.93	506.20	1.91	159.14
	Euro	(0.02)	(1.96)	0.31	28.31
	CHF	-	-	1.45	133.77
Import Trade Payables	US\$	(0.13)	(11.15)	(0.05)	(4.56)
	Euro	(0.04)	(4.61)	0.26	22.98
	CHF	-	-	(0.04)	(3.24)

33 : ADDITIONAL INFORMATION REQUIRED BY SCHEDULE III TO THE ACT:

Particulars	31-Mar-25			
	Net Assets i.e Total Assets minus Total Liabilities		Share in Profit / (Loss)	
	As a % Consolidated Net Assets	Net Assets	As a % Consolidated Profit & Loss	Profit/(Loss)
Name of the companies				
Parent Company				
Roop Telsonic Ultrasonix Ltd.	127.27	6,235.86	122.36	306.81
Foreign Subsidiary Company				
RTUL Ultrasonix (Thailand) Co. Ltd.	(16.80)	(823.03)	(8.80)	(22.06)
RTUL Ultrasonix SDN. BHD.	(8.25)	(404.11)	30.24	75.83
RTUL Ultrasonix INC	(2.22)	(109.01)	(43.81)	(109.85)
Current Year Total	100.00	4,899.71	100.00	250.74

Particulars	31-Mar-24			
	Net Assets i.e Total Assets minus Total Liabilities		Share in Profit / (Loss)	
	As a % Consolidated Net Assets	Net Assets	As a % Consolidated Profit & Loss	Profit/(Loss)
Name of the companies				
Parent Company				
Roop Telsonic Ultrasonix Ltd.	123.50	5,872.15	108.44	644.40
Foreign Subsidiary Company				
RTUL Ultrasonix (Thailand) Co. Ltd.	(15.18)	(721.69)	(3.37)	(20.03)
RTUL Ultrasonix SDN. BHD.	(8.32)	(395.59)	(5.07)	(30.15)
Current Year Total	100.00	4,754.88	100.00	594.23

34 : Corporate social responsibility expenses.

a. Gross amount required to be spent by the Company up to 31March 2025 : Rs.15 Lacs (up to 31 March 2024: Rs 13.39 Lacs).

b. Amount spent during the Year on:

Particulars	(Rs. In Lacs)			
	In cash		Yet to be paid in cash	
	31.03.2025	31.03.2024	31.03.2025	31.03.2024
Construction/acquisition of any asset	-	-	-	-
On purposes other than above	15.00	13.39	-	-
Total	15.00	13.39	-	-

c. Related party transaction in relation to corporate social responsibility : 15.00 Lacs (31 March 2024: 13.00 Lacs)

d. Unspent as on 31 March 2025 : Nil (up to 31 March 2024: Nil).

35 - The following are analytical ratios for the year ended March 31, 2025 and March 31, 2024

	Particulars	Note	31 March 2025	31 March 2024	Variance
(a)	Current ratio	(a)	2.25	2.50	-11%
(b)	Gross Debt / Equity ratio	(b) & (m)	0.28	0.15	47%
(c)	Net Debt / Equity ratio	(c) & (m)	-0.35	-0.51	-45%
(d)	Debt Service Coverage ratio	(d) & (n)	3.88	8.42	-117%
(e)	Return on Equity (ROE)	(e) & (o)	0.05	0.13	-148%
(f)	Inventory turnover ratio	(f) & (p)	4.00	5.00	-25%
(g)	Trade receivables turnover ratio	(g)	7.44	8.10	-9%
(h)	Trade payables turnover ratio	(h)	4.18	4.77	-14%
(i)	Net capital turnover ratio	(i)	1.96	1.91	3%
(j)	Net profit ratio	(j) & (o)	0.04	0.09	-119%
(k)	Return on capital employed (ROCE)	(k) & (o)	0.16	0.42	-162%
(l)	Return on investment (ROI)	(l) & (q)	11.45	6.59	42%

Note:**(I) Formula used for calculation :**

- (a) Current Ratio = Current assets / (Current liabilities - Current maturities of long term borrowings)
- (b) Gross Debt / Equity Ratio = (Non-current borrowings + Current borrowings + Non-current lease liabilities + Current lease liabilities) / Total equity
- (c) Net Debt / Equity Ratio = Net debt / Total equity
Net Debt = (Non-current borrowings + Current borrowings + Non-current lease liabilities + Current lease liabilities - (Cash, cash equivalents and Other bank balances + Margin money (non-current) + Investment in Quoted Mutual Funds + Amount held as margin money against borrowings))
- (d) Debt Service Coverage Ratio (DSCR) = EBITDA / (Interest paid + Other finance charges paid + Principal repayments of long-term borrowings + Payment of lease liabilities)
- (e) Return of Equity (RoE) = Net profit after taxes / Average Equity
- (f) Inventory turnover ratio = Revenue from operations / Average Inventories
- (g) Debtors turnover ratio = Revenue from operations / Average Trade and unbilled receivables
- (h) Trade payables turnover ratio = Total expenses excluding Employee benefit expenses / Average Trade payables
- (i) Net capital turnover ratio = Revenue from operations / Working capital where Working capital = Current Assets - (Current liabilities - Current maturities of long term borrowings)
- (j) Net profit ratio = Net Profit / (Loss) after taxes / Total income
- (k) Return on capital employed (ROCE) = (Profit / (Loss) before tax + Finance costs + Depreciation on Right-of-use assets) / (Total Equity - Intangible Assets - Intangible Assets under development + Net Debt)
- (l) Return on investment (ROI) = Income generated from investments / Time weighted average investments

(II) Reasons for variances:

- (m) Increase in borrowing has resulted variance in Net Debt / Equity ratio & Gross Debt / Equity ratio
- (n) Increase in Long Term Debt during the year and decrease in profit resulted into variation of Debt service coverage ratio
- (o) Movement in Return on equity, ROCE and Net Profit ratio are due to decrease in profit during the year.
- (p) Decrease in revenue has resulted variance in inventory turnover ratio
- (q) Reason for deviation in Return on investment (ROI) is due to increase in interest income.

36. Please refer note as annexed as annexure 2(A)

37. There are no significant events that would require adjustment or disclosures in the Consolidated Financial Statements.

38. Other matters

- a. The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property;
- b. The Group does not have any transactions with companies struck off;
- c. The Group is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017 (as amended);
- d. The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year;
- e. The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
- ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- f. The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Group shall:
- i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- g. The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961;

39 : Figures of the previous year have been regrouped and rearranged to confirm with this year's grouping wherever necessary.

For **PARIKH & PARIKH**
Chartered Accountants
FRN : 107526W

Milan G. Parikh
Proprietor
M.No.: 38557
UDIN: 25038557BMHEW3706
Place : Mumbai
Date : 29 October 2025

For and on behalf of the Board of Directors
ROOP ULTRASONIX LTD.
(Formerly known as ROOP TELSONIC ULTRASONIX LTD.)
CIN : U33120MH1982PLC026800

Dr. Anant S. Trivedi
Director
DIN : 00575030

Rupa A. Trivedi
Whole - time Director
DIN : 00370081

Place : Mumbai
Date : 29 October 2025

ROOP ULTRASONIX LIMITED

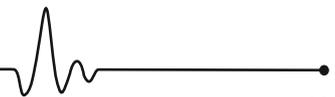
Regd. Office: A/41, Nandkishore Industrial Estate, Off Mahakali Caves Road, Andheri (E), Mumbai -400 093.
CIN: U33120MH1982PLC026800 Tel. No.: 022 -42111500
E-mail: secretarial@rtulgroup.com Website: www.rtulgroup.com

ATTENDANCE SLIP
43rd Annual General Meeting

Name of the attending Member (in Block Letters)	
<small>Member's Full Name: (If P.A. Clause)</small>	
No. of shares held.	
Name of Proxy (in Block Letter) to be filled if the Proxy attends instead of the member.	

I hereby record my presence at the **43rd ANNUAL GENERAL MEETING** of the Company to be held on Monday, December 29, 2025 at 04.00 p.m. at Corporate Office of the Company at 803 C, 32, Corporate Avenue, Off Mahakali Caves Road, Andheri (E), Mumbai – 400 093.

Signature of Member/Power of Attorney Holder/
Authorised Representative/ Proxy



**FORM MGT-11
PROXY FORM**

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

CIN: U33120MH1982PLC026800

Name of the Company: Roop Ultrasonix Limited

Registered Office: A/41, Nandkishore Indl Estate, Off Mahakali Caves Road, Andheri (E), Mumbai – 400 093.

Venue of the Meeting: 803 C, 32, Corporate Avenue, Off Mahakali Caves Road, Andheri (E), Mumbai – 400 093.

Date & Time: December 29, 2025 at 04.00 p.m.

Name of the member (s):

Registered address:

E-mail Id:

Folio No./ Client Id:

DP ID:

I/we, being the member(s) of shares of Roop Ultrasonix Limited, hereby appoint

1. Name: Email Id:

Address: Signature: or failing him/
her

2. Name: Email Id:

Address: Signature: or failing him/
her

3. Name: Email Id:

Address: Signatur e: or failing him/
her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting/~~Extra Ordinary General Meeting~~ of the Company, to be held on Monday, December 29, 2025 at Corporate Office of the Company at 803 C, 32, Corporate Avenue, Off Mahakali Caves Road, Andheri (E), Mumbai – 400 093 at 04.00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote	
		For	Against
Ordinary Business			
1 & 2.	To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 202 5, the reports of the Board of Directors and Auditors thereon;		
3.	Appointment of a director Mrs. Karishma Vipul Tanna (DIN: 03600821), liable to retire by rotation		

Signed this day of 2025.

Signature of Share holder

Affix Rs. 1/- Revenue Stamp

Signature of Proxy Share holder (s)

Note:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) A proxy need not be member of the Company.
- (3) A person appointed as Proxy shall act on behalf of not more than 50 (Fifty) Members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carryi ng voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or Member.
- (4) Please put a (✓) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolution, your Proxy will be entitled to vote in the manner as he/ she think appropriate.

Notes



Roop Ultrasonix Limited

(Formerly known as Roop Telsonic Ultrasonix Limited)

Regd. Off. : A/41, Nandkishore Industrial Estate, Off. Mahakali Caves Road, Andheri (East), Mumbai-400 093, India

Corporate Office : 803/C , 32 Corporate Avenue, Off. Mahakali Caves Road, Andheri (East) , Mumbai – 400 093, India

Tel. : 022 - 42111500 Fax : 42111505 E-mail : support@rtulgroup.com Web : www.rtulgroup.com

