

# WISEC GLOBAL LIMITED

Reg. Office: Office No 303, Plot No 6, 3rd Floor Vardhman Arihant Chamber Commercial Complex  
Block-KP, Pitampura, Delhi-110034

Email ID: wisecglobal@yahoo.com

CIN: L71100DL1991PLC046609

Website: www.wisecglobal.com

**Date: 6<sup>th</sup> September, 2025**

**To**  
**The Listing Department**  
**BSE Limited,**  
**25th Floor, Phiroze Jeejeebhoy Towers,**  
**Dalal Street Mumbai, Maharashtra - 400001**

**SUB: SUBMISSION OF THE ANNUAL REPORT FOR THE FINANCIAL YEAR 2024-25 OF WISEC GLOBAL LIMITED**

**Ref: Wisec Global Limited (Scrip Code: 511642)**

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Annual Report for the 34<sup>th</sup> Annual General Meeting (AGM) of the Company scheduled to be held on Tuesday, 30<sup>th</sup> September, 2025 at 11:00 A.M. at the registered office of the Company

The Annual Report for the financial year ended on 31<sup>st</sup> March, 2025 is also available on Company's website

You are requested to take the above information on record.

Thanking You,

Yours faithfully,

**FOR WISEC GLOBAL LIMITED**

**Afrin**  
**Director**  
**DIN: 10689215**

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## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Rakesh Rampal:	Whole Time Director
Mr. Mithlesh Gupta:	Independent Director
Ms. Aliya:	Independent Director
Mr. Afrin:	Non-Executive Director

### **STATUTORY AUDITORS**

M/s. MKRJ & Co.,  
T-1, Pankaj Arcade, Plot No. 16,  
Sector-5, Dwarka, New Delhi-110075

### **SECRETARIAL AUDITORS**

Mr. Shailendra Kumar Roy (COP: 11738, Mem. No. A25823)

### **OUR BANKERS**

Kotak Mahindra Bank, Delhi Branch

### **REGISTRARS & SHARE TRANSFER AGENTS**

#### **Alankit Assignments Limited.**

205-208, Anarkali Complex, Jhandewalan  
Extension, New Delhi - 110055, India

### **LISTED AT (BSE PLATFORM)**

#### **BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001.

### **REGISTERED OFFICE:**

Office No. 303, Plot No. 6, Vardhman Arihant  
Chamber, Commercial Complex, Block-KP,  
Pitampura, Maurya Enclave, North West  
Delhi, Delhi, 110034

## **NOTICE OF 34<sup>th</sup> (Thirty Fourth) ANNUAL GENERAL MEETING OF THE COMPANY**

Notice be and is hereby given that the 34<sup>th</sup> (Thirty-Fourth) Annual General Meeting (“AGM”) of the Members of **Wisec Global Limited ('the Company')** will be held on Tuesday, **30<sup>th</sup> day of September, 2025** at **11:00 A.M. at the registered office of the Company situated at Office No. 303, Plot no. 6, 3<sup>rd</sup> Floor, Vardhman Arihant Chamber, Commercial Complex, Block-KP, Pitampura, Maurya Enclave, North West Delhi -110034** to transact the following business(es):

### **ORDINARY BUSINESS**

#### **ITEM NO. 1 - ADOPTION OF FINANCIAL STATEMENTS AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

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

**“RESOLVED THAT** the Audited Financial Statements of the Company including the Balance Sheet as at March 31, 2025, the Statement of Profit & Loss, the Cash Flow Statement for the year ended as on that date and the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted.”

#### **ITEM NO. 2- APPOINTMENT OF MS. AFRIN (DIN: 10689215) AS DIRECTOR LIABLE TO RETIRE BY ROTATION**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Afrin (DIN: 10689215), who retires by rotation and being eligible, offers herself for re-appointment be and is hereby re-appointed as Director of the Company liable to retire by rotation.”

### **SPECIAL BUSINESS**

#### **ITEM NO. 3- ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF COMPANY PURSUANT TO THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to Section 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (**the “Act”**), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other necessary statutory approvals and modifications if any, the approval of the members of the Company be and is hereby accorded to approve and adopt new set of Memorandum of Association (**“MOA”**) of the Company in place of the existing MOA.

**RESOLVED FURTHER THAT** the existing 'Clause III(B)' i.e. “Objects Incidental or Ancillary to the attainment of Main Objects” containing sub-clause no. 1 to 32 and 'Clause III(C)' containing sub-clause

1 to 44 i.e., "Other Objects" be and are hereby stands replaced by New 'Clause III(B)' i.e. "Matters which are necessary for furtherance of the Objects specified in 'Clause III(A)' containing the sub-clause no. 1 to 33.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

**ITEM NO. 4- ALTERATION IN THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 of Companies Act, 2013, and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the basis of approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to alter the Main Object Clause i.e. Clause-III(A) of Memorandum of Association ("MoA") of the Company by the way of adding the words and phrases *"including but not limited to fabrics, clothing, electronics, groceries, spices, fruits, vegetable, seeds, dry fruits, cosmetics, furniture, household items (utensils/ kitchen ware and equipment) and lifestyle products through retail outlets, stores, showrooms, and kiosks or through e-commerce platforms, marketplaces or the company's own digital storefront or mobile applications. Also to undertake marketing, advertising, branding, and promotional activities for the products and provide the services for warehousing, inventory management, logistics, packaging, and delivery services. And to provide consultancy for any of the above activities.* in Sub Clause-5 after the word "all kinds of goods"

**RESOLVED FURTHER THAT** subsequent to the alteration, the sub clause -5 shall be read as under:

5. To carry on the business of manufacturing, buying, selling, trading or otherwise dealing in textiles. cotton, silk, art silk, rayon, nylon, synthetic fibers, staple fibers, handlooms, polyester, worsted, wool, hemp and other fiber materials, yarn, cloth, linen. rayon and other goods or merchandise whether textile felted, netted or looped and/or ready-made garments, coverings, coated fabrics, textiles, hosiery, upholstery and silk or merchandise of every kind and description and to act as general merchants, agents, stockists, distributors and suppliers, of all kinds of goods, including but not limited to fabrics, clothing, electronics, groceries, spices, fruits, vegetable, seeds, dry fruits, cosmetics, furniture, household items (utensils/ kitchen ware and equipment) and lifestyle products through retail outlets, stores, showrooms, and kiosks or through e-commerce platforms, marketplaces or the company's own digital storefront or mobile applications. Also to undertake marketing, advertising, branding, and promotional activities for the products and provide the services for warehousing, inventory management, logistics, packaging, and delivery services. And to provide consultancy for any of the above activities.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be

required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**ITEM NO. 5- ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY PURSUANT TO THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 5, 14, 15 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (**the “Act”**), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or reenactment thereof, for the time being in force) and subject to such other necessary statutory approvals and modifications if any, the new set of Articles of Association (**“AOA”**), be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company and for adoption of new set of Articles of Association.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**ITEM NO. 6- RE-APPOINTMENT OF MR. RAKESH RAMPAL (01537696) AS WHOLE TIME DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196 and 203 read with all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and after receiving the recommendation from the Nomination & Remuneration Committee, the consent of members of the Company, be and is hereby accorded for re-appointment of Mr. Rakesh Rampal (DIN: 01537696) as Whole Time Director of the Company, for a period of 3 (Three) years w.e.f. 31st July, 2025, on such terms and conditions as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment as it may deem fit.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196(3) read with Schedule V and such other applicable provisions, if any, of the Act and the Rules (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for continuation of holding of office by Mr. Rakesh Rampal (DIN:

01537696), as a Whole Time Director of the Company has attained the age of 70 (Seventy) years, on the existing terms and conditions shall continue to remain in full force.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**ITEM NO. 7- TO CONSIDER AND APPROVE BORROWING LIMITS OF THE COMPANY**

**To consider and if thought fit, to pass, with or without modification(s) the following resolution a Special Resolution:**

“**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard (if any) and subject to the provisions of Section 180(1)(c) and other applicable provisions if any of the Companies Act, 2013 and relevant rules made thereto (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to fix the borrowing limits of the Company, from any Bank and/or other Financial Institution and/ or Indian/Foreign Lender and/or body corporate / entity/ entities/ Directors of the Company and/or authority/ authorities, as may be deemed appropriate by Board to an aggregate amount not exceeding Rs. 15,00,00,000/- (Rupees Fifteen Crores Only).

**RESOLVED FURTHER THAT** in supersession of all earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any of the Companies Act, 2013 and relevant rules made thereto (including any statutory modifications or re-enactments thereof, for the time being in force) the consent of the members of the Company be and is hereby accorded for the Board of Directors to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and /or creating a floating charge in all or any moveable or immovable properties of the Company and the whole of the undertaking of the Company to or in favor of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for due payment of the principal and/or together with interest, charges, cost expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by assets of the Company does not exceed a sum of Rs. 15,00,00,000/- (Rupees Fifteen Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**ITEM NO. 8- TO ISSUE SECURED/UNSECURED, LISTED/UNLISTED REDEEMABLE NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS**

**To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 42 and 71 and other applicable provisions of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, including amendment(s), modification(s), variation(s) or re-enactment(s) thereto and other applicable guidelines as well as provisions of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to issue Secured / Unsecured and/or Listed/ Unlisted Redeemable Non-Convertible Debentures (“NCD”) (in any combination thereof) for an aggregate value of up to INR 2,00,00,000/- (Indian Rupees Two Crores Only) on private placement basis in such form, manner, in one or more tranches, within such period, and upon such terms and conditions as may be decided by the Board of Directors of the Company or Committee thereof (hereinafter referred to as “the Board”), in its absolute discretion as may deem fit and proper.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid Resolution, the Board and/or Committee thereof, be and is hereby authorized to take such actions and to give all such directions, or to do all such acts, deeds, matters, and things as may be necessary or desirable in this regard, including but not limited to:

- finalize the detailed terms and conditions of the Debenture/ Bonds Issue, size of issue, tenor of issue, interest payment frequency, redemption dates, coupon rate, interest reset procedure, front end discount, redemption premium, arrangers fee, security with regard to secured Debentures;
- create security for the secured Debentures on movable and/or immovable assets forming common pool of assets of the Company on a pari-passu basis;
- print and issue Letter(s) of Allotment, etc.;
- delegate all or any of the above powers to the Managing Director or any other official of the Company to do any incidental acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**ITEM NO. 9- APPOINTMENT OF SHAILENDRA ROY AND ASSOCIATES AS SECRETARIAL AUDITOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 24A read with the recent amendments in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions if any, and Section 179 and 204 and any other applicable provisions of the Companies Act, 2013, if any, and applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and after receiving the recommendation from the

Audit Committee, M/s Shailendra Roy and Associates (COP: 11738), Practicing Company Secretary Firm, be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years commencing from 1<sup>st</sup> April, 2025, at such fee as may be determined by the Board of Directors of the Company or any Committee of the Board, based on the recommendation of the Audit Committee.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**By Order of the Board  
For Wisec Global Limited  
-Sd/-  
Rakesh Rampal  
Whole Time Director  
DIN: 01537696**

**Date: 4<sup>th</sup> September, 2025**

**Place: Delhi**

**Regd Off: Office no. 303, Plot no. 6, 3<sup>rd</sup> Floor, Vardhman Arihant Chamber, Commerical Complex, Block-KP, Pitampura, Maurya Enclave, North West Delhi-110034**

**CIN: L71100DL1991PLC046609**

**Email id: [wisecglobal@yahoo.com](mailto:wisecglobal@yahoo.com)**

**NOTES:**

- 1. NO GIFTS OF ANY KIND SHALL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING**
- 2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS/HER PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. THE PROXY SHALL NOT BE ENTITLED TO SPEAK AT THE MEETING AND NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the Company carrying voting rights. A member holding more than ten percentage of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument appointing a proxy shall be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.

3. Statement under Section 102 of the Companies Act, 2013 ('the Act'), setting out the material facts concerning item Nos. 3 to 9 of the notice is annexed hereto.
4. If a Person is appointed as Proxy for more than 50 Members, he/she shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
5. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution at the company's email id [wisecglobal@yahoo.com](mailto:wisecglobal@yahoo.com) authorizing their representative to attend and vote on their behalf at the Meeting.
6. Notice of AGM along with the Annual Report shall be dispatched to the shareholders, whose names appear in the Register of Members as on **Friday, 29<sup>th</sup> August, 2025**.
7. Relevant Documents referred to in the accompanying Notice and all other statutory documents will be made available for inspection in the physical mode from 10:00 A.M. to 12:00 Noon during the working days, except Saturday and Sunday.
8. Mr. Devender Singh (M. No: 76094 and CoP: 28056), Proprietor of M/s Devender Singh & Associates, a peer reviewed Practicing Company Secretary Firm, has been appointed as the Scrutinizer to scrutinize the e-voting process (remote as well as at the time of AGM) in a fair and transparent manner.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, 27<sup>th</sup> September, 2025** till **Tuesday, 30<sup>th</sup> September, 2025** (both days inclusive).
10. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date i.e., **Tuesday, 23<sup>rd</sup> September, 2025**. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in Annexure-1 to the notice
11. The Results of voting will be declared within 2 (two) working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The Company shall simultaneously forward the results to Bombay Stock Exchange [BSE], where the equity shares of the Company are listed.
12. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, as duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
13. Attendance slip, proxy form, Polling Paper and the route map having the prominent landmark of the venue of the AGM as required under Secretarial Standards on the General Meeting is annexed herewith to the Notice.
14. Members holding shares in dematerialized form are requested to intimate all changes pertaining to

their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents, Alankit Assignments Limited ("the RTA") to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the RTA.

15. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Alankit Assignments Private Limited (RTA of the Company).
16. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
17. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
18. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
19. Members seeking any information with regard to the accounts, are requested to write to the Company at its email id: [wisecglobal@yahoo.com](mailto:wisecglobal@yahoo.com) on or before **Tuesday, 23<sup>rd</sup> September, 2025**, so as to enable the Management to keep the information ready at the AGM.
20. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.
21. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
22. In conformity with Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other applicable regulatory requirements, the Notice of AGM and the Annual Report and Annual Accounts for the Financial Year ended 31st March, 2025 are being sent through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Further, a letter specifying the weblink including the exact path where the Notice of AGM and Annual Report is available has been sent to those members whose email address has not been registered with Company or with the Depositories.
23. Members are requested to: -
  - a) bring the Attendance Slip at the venue duly filled-in and signed for attending the meeting, as entry to the AGM Place will be strictly on the basis of the Entry Slip available at the counters at the meeting

venue in exchange of the attendance Slip;

- b) quote their Folio / Client ID & DP ID Nos. in all correspondence with the Company / R&TA;
- c) As mandated by the Securities and Exchange Board of India (“SEBI”), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

**24.** In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and Secretarial Standards-2 on General Meetings issued by ICSI, the Company is offering e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the Notice. The e-voting services provided by NDSL on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

**25.** The facility for voting through polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.

**26.** The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**27.** The Notice of the 34<sup>st</sup> (Thirty Fourth) Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with Attendance Slip and Proxy Form can be downloaded from the link provided.

**28.** **The e-voting period commences on Saturday, 27<sup>th</sup> September, 2025 (9:00 A.M.) and ends on Monday, 29<sup>th</sup> September, 2025 (5:00 P.M.).** During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

**29.** The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date** i.e., **Tuesday, 23<sup>rd</sup> September, 2025**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., **Tuesday, 23<sup>rd</sup> September, 2025**.

**30.** The members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

**31.** The instructions for Remote E-Voting are enclosed herewith and marked as **Annexure-1**.

**32. General Guidelines for shareholders:** Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [csdevpatel@gmail.com](mailto:csdevpatel@gmail.com) to with a copy marked to [wisecglobal@yahoo.com](mailto:wisecglobal@yahoo.com)

The Chairperson shall, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

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

**ITEM NO. 3**

The existing Memorandum of Association (“MOA”) of the Company is based on the erstwhile Companies Act, 1956. The Adoption of new set of MOA is necessary to bring the existing MOA in line with the new Companies Act, 2013 (the “new Act”).

The other/ancillary object clause of the existing MOA needs to be re-aligned as per Table A of Schedule I of the new Act. The Board at its meeting held on 4th September, 2025 has approved the adoption of new set of Memorandum of Association of the Company.

A copy of the proposed set of new MOA of the Company would be available for public inspection at the registered office of the Company up to the date of the Annual General Meeting (“AGM”).

Your Board recommends the Special resolution as set out in Item No. 3 for your approval.

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

**ITEM NO. 4**

The Board of Directors considered and approved to add certain new business activities and consequently the Company is altering its main objects, thereby, the Board has proposed to alter Clause III(A) of the Memorandum of Association by way of adding the words and phrases *“including but not limited to fabrics, clothing, electronics, groceries, spices, fruits, vegetable, seeds, dry fruits, cosmetics, furniture, household items (utensils/ kitchen ware and equipment) and lifestyle products through retail outlets, stores, showrooms, and kiosks or through e-commerce platforms, marketplaces or the company’s own digital storefront or mobile applications. Also to undertake marketing, advertising, branding, and promotional activities for the products and provide the services for warehousing, inventory management, logistics, packaging, and delivery services. And to provide consultancy for any of the above activities in Sub Clause-5 after the words “all kinds of goods”*

Draft amended copy of the memorandum of Association of the company is available at the registered office of the Company for inspection during business hours till the date of the meeting.

Your Board recommends the Special resolution as set out in Item No. 4 for your approval.

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

#### **ITEM NO. 5**

The existing Articles of Association ("AOA") of the Company are based on the provisions of the Companies Act, 1956 (the "erstwhile Act") and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the "new Act").

In order to bring the existing AOA of the Company in line with the provisions of the new Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AOA.

The Board at its meeting held on 4<sup>th</sup> September, 2025 has approved the adoption of new set of Articles of Association of the Company

Your Board recommends the Special resolution as set out in Item No. 5 for your approval.

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

#### **ITEM NO. 6**

Mr. Rakesh Rampal (DIN: 01537696), was appointed as a Managing Director of the Company for a period of 3 years from 31<sup>st</sup> July, 2025 to 30<sup>th</sup> July, 2028. Mr. Surender Kumar Jindal is Whole Time Director of Company since its year 1999 and possesses knowledge and experience in the business activity of the Company and will play important role in success of Company in future too, thus, Nomination and Remuneration Committee and Board of Directors recommend to appoint him as a Whole Time Director of the Company by passing Special Resolution under the provisions of Sections 196, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof) read with Schedule V of the Companies Act, 2013, and hence the matter is put for the approval of the members of the Company at Annual General Meeting for appointment of Mr. Rakesh Rampal (DIN: 01537696), for period of 3 (Three) consecutive years effective from 31<sup>st</sup> July, 2025 to 30<sup>th</sup> July, 2028. Mr. Rakesh Rampal (DIN: 01537696), has attained the age of 70 years, hence, the company seeks consent of the members by way of Special Resolution for continuation of his holding of existing office as a Whole Time Director even after attaining the age of 70 years during his current term of appointment under the provisions of Section 196(3) (a) of the Companies Act, 2013 and the resolution for same is also included in Item No. 6 in the Annual General Meeting and the Board therefore recommends the Special Resolution for your approval.

Your Board is of the opinion that considering the experience of Mr. Rakesh Rampal (DIN: 01537696), his re-appointment as Whole Time Director will be beneficial to the Company. He is an enthusiastic professional having rich experience of Administration and Finance.

The terms and conditions and the tenure of his appointment is mentioned in the draft letter of re-appointment placed before the meeting approved by the Board of Directors, held on 4<sup>th</sup> September, 2025.

Your Board recommends the Special resolution as set out in Item No. 6 for your approval.

Except Mr. Rakesh Rampal including his relatives, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in this resolution.

**ITEM NO. 7**

Keeping in view the Company' existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may from time to time raise funds from various Banks and/ or Financial Institutions and/ or any other lending institution and/ or Bodies Corporate and/ or Directors of the Company or such other persons/ individuals, as may be considered fit, which together with the moneys already borrowed by the Company (business). Hence it is proposed to fix the maximum borrowing limits upto Rs. 15,00,00,000/- (Rupees Fifteen Crores).

Pursuant to Section 180(1) (c) of the Companies Act 2013, the Board of Directors cannot borrow more than the aggregate amount of paid up capital of the Company and its free reserves at any time except with the consent of the members of the Company in the general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Further Section 180(1) (a) of the Companies Act 2013, provides for power to sell or otherwise dispose of the whole or substantially whole of the undertaking of the Company subject to approval of members of the Company in the general meeting, upto a limit of Rs. 15,00,00,000/ (Rupees Fifteen Crores).

Your Board recommends the Special resolution as set out in Item No. 7 for your approval.

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

**ITEM NO.8**

In terms of Section 42, 71 and other applicable provisions of the Companies Act, 2013 as well as the relevant Rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, private placement of debt securities is permitted subject to prescribed disclosures and approval of Members by a Special Resolution.

The Company is mobilizing funds for its ongoing operations, by issue of Secured Listed Non-Convertible Debentures and/or Secured Unlisted Non-Convertible Debentures and/or Unsecured Listed Non-Convertible Debentures and/or Unsecured Unlisted Non-Convertible Debentures on a private placement basis. Pursuant to this, approval of the Members is requested for a Special Resolution for making offer(s) or invitation(s) for the issue of the above mentioned Non-Convertible Debentures ("NCD") upto an amount of INR 2,00,00,000/- (Indian Rupees Two Crores Only) in single or multiple tranches on a private placement basis.

Also, it is requested to authorize the Board of Directors of the Company (including any Committee of the Board) to issue NCDs or debt instruments from time to time. The Board of Directors of the Company recommend the resolution for approval of the Members

Your Board recommends the Special resolution as set out in Item No. 8 for your approval.

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

#### **ITEM NO. 9**

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and provisions of Section 204 of the Companies Act, 2013 ("Act") and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), the Audit Committee and the Board of Directors at their respective meetings held on 11<sup>th</sup> August, 2025, have recommended and approved the appointment of M/s Shailendra Roy and Associates, (Peer Review No. 3605/2023), Practicing Company Secretary Firm as the Secretarial Auditor of the Company on the following terms and conditions:

- a. Term of appointment:** For a term of 5 (Five) consecutive years from 1<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2030.
- b. Proposed Fees:** Fee as may be determined by the Board of Directors of the Company or any Committee of the Board, based on the recommendation of the Audit Committee plus applicable taxes and reimbursement of out-of-pocket expenses on actual.
- c. Basis of recommendation:** The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI Listing Regulations. While recommending the Board of Directors have also considered, experience of the individual, capability, independent assessment, audit experience and also evaluation of the quality of audit work done by him in the past.
- d. Brief profile of Secretarial Auditor:** M/s Shailendra Roy and Associates is a peer reviewed and a well established firm of Practicing Company Secretaries/ Practicing Company Secretary Firm, registered with the Institute of Company Secretaries of India, New Delhi. M/s Shailendra Roy and Associates specializes in compliance audit and assurance services, advisory and representation services, and transactional services and he is having rich experience in corporate laws, SEBI laws etc.

Furthermore, pursuant to Regulation 24(1A) and 24(1B) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, M/s Shailendra Roy and Associates has confirmed that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. They have also confirmed that they are not disqualified from being appointed as Secretarial Auditors and they have no conflict of interest. Further, they have furnished a declaration that they have not taken up any prohibited assignments as specified by the Board of Directors in this behalf.

Your Board recommends the Ordinary Resolution as set out in Item No. 9 for your approval.

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

**ANNEXURE A TO THE EXPLANATORY STATEMENT**

**DISCLOSURE PURSUANT TO THE REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS (SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ('ICSI')), INFORMATION IN RESPECT OF THE RE-APPOINTMENT OF DIRECTOR IS PROVIDED HEREIN BELOW**

<b>Name of the Director</b>	Ms. Afrin	Mr. Rakesh Rampal
<b>DIN</b>	10689215	01537696
<b>Date of Birth/Age</b>	14 <sup>th</sup> February, 2002	14 <sup>th</sup> May, 1953
<b>Qualification(s)</b>	Graduate	Graduate
<b>Nature of Expertise in specific functional areas and Brief Resume</b>	She is a graduate in commerce and she is young enthusiastic professional with is ready to take up management responsibility of company	Mr. Rakesh Rampal is graduate and an enthusiastic professional having rich experience of Administration and Finance.
<b>Terms &amp; Conditions of appointment/reappointment</b>	As may be agreed by the board and her term shall be liable to retire by rotation.	Mr. Rakesh Rampal has been re-appointed as Whole Time Director (Executive) of the company for a period of 3 years effective from 31* July, 2025 up to 30th July, 2028 (both days inclusive)
<b>Remuneration last drawn (sitting fees and commission)</b>	N.A.	N.A.
<b>Remuneration proposed to be paid</b>	N.A.	NA.
<b>Date of First Appointment</b>	29 <sup>th</sup> June, 2024	1 <sup>st</sup> January, 1999
<b>Shareholding: In the Company In the listed entity, including shareholding as a beneficial owner</b>	N.A.	NA
<b>Relationship with other Directors (or inter-se), Manager and other Key Managerial Personnel of the Company</b>	N.A.	N.A.
<b>Number of Board meetings held and attended during the FY 24-25</b>	7/7	9/9
<b>Other Directorships, Membership/ Chairmanship of Committees of other Boards</b>	Directorship: 0 Membership: 0 Chairmanship:0	Directorship: 3 Membership: 0 Chairmanship:0
<b>names of listed entities in</b>	N.A.	N.A.

<b>which the person also holds the directorship and the membership of Committees of the board</b>		
<b>listed entities from which the person has resigned in the past three years</b>	N.A.	N.A.
<b>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	N.A.	N.A.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i)** Remote e-voting period shall commence on **Saturday, 27<sup>th</sup> September, 2025** and end on **Monday, 29<sup>th</sup> September, 2025** (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the **Cut-off date**, i.e. **Tuesday, 23<sup>rd</sup> September, 2025** (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii)** During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
- (iii)** Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv)** Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail id in their demat accounts in order to access e-voting facility.  
Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p>
	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS</p>

	<p>“Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b>	<p>4) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

**(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- (vi)** After entering these details appropriately, click on “SUBMIT” tab.
- (vii)** Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii)** For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix)** Click on the EVSN of the Company for Wisec Global Limited i:e, **250905071**

- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [wisecglobal@yahoo.com](mailto:wisecglobal@yahoo.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**ATTENDENCE SLIP  
WISEC GLOBAL LIMITED**

**Regd. Off: Office No. 303, Plot No. 6, 3<sup>rd</sup> Floor, Vardhman Arihant Chamber, Commercial  
Complex, Block-KP, Pitampura,  
CIN- L71100DL1991PLC046609  
E-mail: wisecglobal@yahoo.com,**

**34<sup>th</sup> (THIRTY FOURTH) ANNUAL GENERAL MEETING OF WISEC GLOBAL LIMITED  
Tuesday, 30<sup>th</sup> September, 2025**

Members are requested to bring copy of Notice of 34<sup>th</sup> Annual General Meeting along with them to the Annual General Meeting. Please complete this Attendance Slip and hand-over at the Entrance of Hall. Only Members or their Proxies are entitled to be present at the Meeting.

**Name of the Shareholder:**

**Ledger Folio No./Demat Account No.:**

**Address:**

**No. of Shares held:**

**Name of the Proxy:**

I/We hereby record my/ our presence at the 34<sup>th</sup> (Thirty-Fourth) Annual General Meeting of the Company held on Tuesday, 30<sup>th</sup> September, 2025

Date:

Place:

Member's / Proxy's Signature

**FORM NO. MGT- 12****BALLOT PAPER**

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]*

**Name of the Company: Wisec Global Limited****Registered Office: Office No. 303, Plot No. 6, 3<sup>rd</sup> floor, Vardhman Arihant Chamber, Commercial Complex, Block-KP, Pitampura, Maurya Enclave, Delhi- 110034****BALLOT PAPER**

S. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of the Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon for the financial year ended 31 <sup>st</sup> March 2025.			
2.	Appointment of Ms. Afrin (DIN: 10689215) as director liable to retire by rotation.			
3.	Adoption of new set of Memorandum of Association of Company pursuant to the Companies Act, 2013.			
4.	Alteration in the main objects clause of the Memorandum of Association of the Company.			
5.	Adoption of new set of Articles of Association of company pursuant to the Companies Act, 2013.			
6.	Re-appointment of Mr. Rakesh Rampal (DIN: 10537696) as Whole Time Director of the Company.			
7.	To consider and approve borrowing limits of the Company.			
8.	To issue secured/unsecured, listed/unlisted redeemable non-convertible debentures on private placement basis.			
9.	Appointment of M/s Shailendra Roy and Associates as Secretarial Auditor of the Company for 5 consecutive financial year.			

**Place:****Date:****(Signature of the shareholder\*)**

(\*as per Company records)

**Form No. 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:** L71100DL1991PLC046609

**Name of the Company:** WISEC GLOBAL LIMITED

**Registered office:** Office No: 303, Plot No 6, 3<sup>rd</sup> Floor, Vardhman Arihant Chamber, Commercial Complex, Block KP, Pitampura, Maurya Enclave, Delhi -110034

Name of the member(s): Registered address: Email ID: Folio No./ DP ID and Client ID:
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I/We, being the member(s) of ..... shares of the above-named Company, hereby appoint

1. Name: .....  
Address:  
Email Id:  
Signature: ....., or failing him
2. Name: .....  
Address:  
Email Id:  
Signature: .....,

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Fourth Annual General Meeting of the Company to be held on Tuesday, 30<sup>th</sup> September, 2025 at 11:00 A.M. at Office No: 303, Plot No 6, 3<sup>rd</sup> Floor, Vardhman Arihant Chamber, Commercial Complex, Block KP, Pitampura, Maurya Enclave, Delhi -110034 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	<b>Particulars</b>
1.	Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon for the financial year ended 31 <sup>st</sup> March 2025.
2.	Appointment of Ms. Afrin (DIN: 10689215) as Director liable to retire by rotation.
3.	Adoption of new set of Memorandum of Association of Company pursuant to the Companies Act, 2013.
4.	Alteration in the main objects clause of the Memorandum of Association of the Company.
5.	Adoption of new set of Articles of Association of company pursuant to the Companies Act, 2013.
6.	Re-appointment of Mr. Rakesh Rampal as Whole Time Director of the Company.
7.	To consider and approve borrowing limits of the Company.
8.	To issue secured/unsecured, listed/unlisted redeemable non-convertible debentures on private placement.
9.	Appointment of M/s Shailendra Roy and Associates as Secretarial Auditor of the Company for 5 consecutive financial years.

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

Signature of Shareholder: \_\_\_\_\_

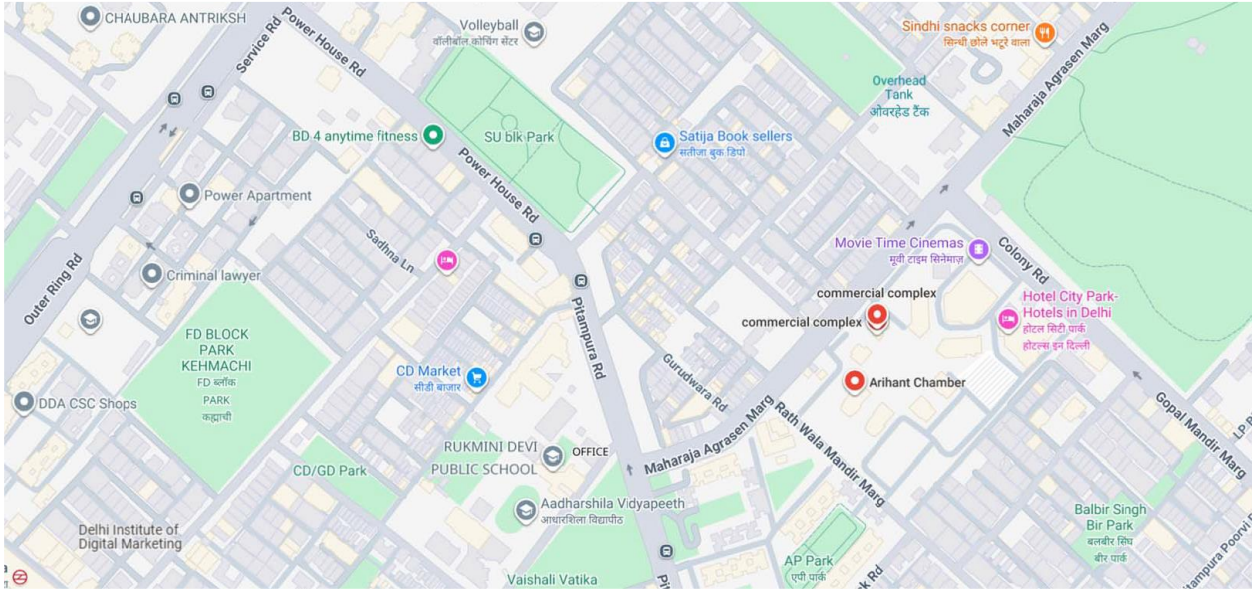
Signature of Proxy holder(s): \_\_\_\_\_

Affix Re 1  
Revenue  
Stamp

**Note: This proxy form 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.**

# WISEC GLOBAL LIMITED

Route map to Venue of AGM to be held on 30<sup>th</sup> September, 2025



## BOARD'S REPORT

To,  
**The Members**  
**Wisec Global Limited**

Your directors have pleasure in presenting the 34<sup>th</sup> Directors' Report of your Company together with the Audited Statement of Accounts and the Report of Auditors of your company for the financial year ended 31st March, 2025.

### 1. FINANCIAL HIGHLIGHTS AND STATE OF COMPANY'S AFFAIRS:

#### a) FINANCIAL RESULTS:

(Amount in Thousands)

Particulars	Current Year (2024-25)	Previous Year (2023-24)
Total Income	-	-
Total Expenses	2569	28591
<b>Profit (Loss) before tax</b>	<b>(2569)</b>	<b>(28591)</b>
Current Tax	-	-
Earlier years tax	-	-
Deferred Tax	-	-
<b>Profit/(Loss) after Tax</b>	<b>(2569)</b>	<b>(28591)</b>
Net Profit Transferred to Reserves	-	-
<b>Earnings per share</b>		
Basic	<b>-0.22</b>	<b>-2.45</b>
Diluted	<b>-0.22</b>	<b>-2.45</b>

#### b) Highlights of the Company's Performance for the year ended 31st March, 2025 are as under:

During the year under review, the Company has not recorded any revenue and therefore the Company suffered a Total Loss of Rs. 25,69,000 as compared to Total Loss of Rs. 2,85,91,000 in the previous year.

#### c) Share Capital:

##### 1. Authorized Share Capital:

The Authorized Share Capital as on 31st March, 2025 stood at Rs. 50,00,00,000/- (Rupees Fifty Crore only) divided into 50000000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each. During the year under review there was no change reported in the authorized share capital of the company.

##### 2. Paid Up Share Capital:

The company is having only 1 (One) class of share i: e, Equity Share and the paid-up capital as on 31<sup>st</sup> March, 2025 stood at Rs. 11,65,01,000/- (Rupees Eleven Crore Sixty-Five Lakh One Thousand only) divided into 11650100 (One Crore Sixteen Lakh Fifty Thousand One Hundred) Equity Shares of Rs. 10/- (Rupees Ten Only) each. During the year under review there was no change reported in the paid-up share capital of the company.

**d) Transfer to Reserves in Terms of Section 134(3)(f) of The Companies Act, 2013:**

The Company is suffering losses. Hence, did not transfer any amount to the General Reserve Account for the year ended 31<sup>st</sup> March, 2025.

**e) Dividend:**

In light of the financial performance of the Company during the Financial Year 2024-25 and the resultant losses, the Board of Directors has decided not to declare any dividend for the year.

**f) Transfer of Unclaimed Dividend to Investor Education And Protection Fund**

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply

**g) Sums Due to Micro, Small and Medium Enterprises**

No amount for payment towards principal and interest was pending towards Micro, Small & Medium Enterprises as on 31<sup>st</sup> March, 2025.

**h) Material Changes and Commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report:**

1. The board considered and approved filing of application, Base Resolution Plan and other declarations for initiating Pre-Packaged Insolvency Resolution Process with National Company Law Tribunal.

Other than those mentioned above, there were no material changes and commitments that have occurred during the end of the financial year of the company to which the financial statements relate and the date of the report.

**2. PUBLIC DEPOSITS:**

During the year under review, the Company did not accept any deposits from the public within the ambit of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014.

**3. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

**(a) CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

**I. Changes in Directors as on the date of this report:**

- Tenure of Ms. Bhawna Sharma (DIN: 06902724) has expired on 25<sup>th</sup> May, 2024, due to which she ceased to be an Independent director of the Company w.e.f. 25<sup>th</sup> May, 2024.

- On recommendation of Nomination and Remuneration Committee, Ms. Aliya (DIN: 10461493) was appointed as Additional Director in the category of Non- Executive Independent Director of the Company w.e.f. 30<sup>th</sup> March, 2024.

Further, she was regularised as Non-Executive Independent Director of the Company in the Annual General Meeting of the Company held on 6<sup>th</sup> September, 2024.

- On recommendation of Nomination and Remuneration Committee, Mr. Mithlesh Gupta (DIN: 10665124) was appointed as Additional Director in the category of Non- Executive Independent Director of the Company w.e.f. 12<sup>th</sup> June, 2024.

Further, he was regularised as Non-Executive Independent Director of the Company in the Annual General Meeting of the Company held on 6<sup>th</sup> September, 2024.

- On recommendation of Nomination and Remuneration Committee, Ms. Afrin (10689215) was appointed as Additional Director in the category of Non- Executive Non-Independent Director w.e.f. 29<sup>th</sup> June, 2024

Further, she was regularised as Non-Executive Non-Independent Director of the Company in the Annual General Meeting of the Company held on 6<sup>th</sup> September, 2024.

- After the closure of the Financial Year 2024-25, On recommendation received from Nomination and Remuneration Committee, the Board re-appointed Mr. Rakesh Rampal (DIN: 01537696) as Whole Time Director (Executive) of the company for a period of 3 years effective from 31<sup>st</sup> July, 2025 up to 30<sup>th</sup> July, 2028 (both days inclusive) subject to the approval of members in the ensuing general meeting of the Company.

## **II. Changes in Key Managerial Personnel as on the date of this report:**

- Mr. Devendra Kumar Singh resigned from the office of Manager of the Company w.e.f. 29<sup>th</sup> June 2024. Due to his preoccupations, he was unable to devote time for the affairs of the Company. Further, in his resignation he has stated that there is no other material reason other than those mentioned above.
- Mr. Anuj Dixit resigned from the position of Chief Financial officer w.e.f. 18<sup>th</sup> October 2024.
- On recommendation of Nomination and Remuneration Committee, Mr. Devender Singh was appointed as Chief Financial Officer of the Company w.e.f. 7<sup>th</sup> January, 2025. However, after the closure of the Financial Year 2024-25 he resigned from the position of Chief Financial Officer of the Company w.e.f. 8<sup>th</sup> May 2025. Due to his preoccupations, he was unable to devote time for the affairs of the Company. Further, in his resignation he has stated that there is no other material reason other than those mentioned above.

### **(b) Retirement by rotation:**

In terms of the provisions of Section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company, Ms. Afrin (DIN: 10689215), retires by rotation at the

ensuing 34<sup>th</sup> Annual General Meeting (“AGM”) of the Company and, being eligible, offers herself for re-appointment. The Board has recommended her re-appointment.

**(c) Code of conduct of Board of Directors and Senior Management:**

The Company has formulated a Code of Conduct for Directors and Senior Management Personnel. Further, the Board of Directors and Senior Management Personnel have fully complied with the provisions of the Code of Conduct of Board of Directors and Senior Management of the Company during the Financial Year ended 31st March, 2025.

**(d) Declaration of Independence by the Independent Directors:**

A declaration has been received by the Independent Directors of your Company confirming that they meet the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act.

Framework for Familiarization Programme for the Independent Directors and the Familiarization Programmes imparted to independent directors are made available on the website of the Company at weblink <https://wisecglobal.com/stakeholders-information/>.

**(e) Key Managerial Personnel of the Company:**

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company as on the date of this report is Mr. Rakesh Rampal (DIN: 01537696), Whole Time Director of the Company.

**(f) Attributes, qualifications and appointment of Directors:**

The Nomination and Remuneration Committee has adopted the attributes and qualifications as provided in Section 149(6) of the Act and Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, in respect of Independent Directors. The Committee has also adopted the same attributes and qualifications, to the extent applicable, in respect of Non-Independent Directors.

All the Non-Executive Directors of the Company fulfill the fit and proper criteria for appointment as Directors. Further, all Directors of the Company, other than Independent Directors, are liable to retire by rotation. One-third of the Directors who are liable to retire by rotation, retire every year and are eligible for re-appointment.

**(g) Remuneration Policy:**

The Board, on the recommendation of the Nomination and Remuneration Committee, approved the Remuneration Policy for the Directors, Key Managerial Personnel and other employees of the Company, a copy of which is enclosed as **Annexure-I** to this Report.

**(h) Board Evaluation:**

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Companies Act, 2013, SEBI Listing Regulations and the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017, as required in terms of Section 134(3)(p) of the Companies Act, 2013. The performance evaluation of the Board and individual Directors was based on criteria approved by the Nomination and Remuneration Committee. The Directors expressed their satisfaction with the overall evaluation process.

In a separate meeting of independent directors, performance of Non-Independent Directors, the Chairman of the Board and the board as a whole was evaluated, taking into account the views of executive director and non-executive non-independent directors.

**4. NUMBER OF BOARD MEETINGS:**

Nine (9) Meetings of the Board were held during the financial year 2024-25. Details of the same are available in the Corporate Governance Report section of the Annual Report.

**5. BOARD COMMITTEES AND MEETINGS**

**Audit Committee:**

Your Company has constituted Audit Committee, as per the applicable provisions of Section 177 of the Companies Act, 2013 and also to comply with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Audit committee meeting held 4 (Four) meetings during the year 2024-25. The details of the meeting of the Audit Committee as on 31<sup>st</sup> March, 2025 are mentioned in the Corporate Governance Report.

**Nomination and Remuneration Committee:**

Your Company has constituted Nomination and Remuneration Committee, as per the applicable provisions of Section 178(3) of the Companies Act, 2013 and also to comply with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee meeting held 5 (Five) meetings during the year 2024-25. The details of the meeting of the Nomination and Remuneration Committee as on 31<sup>st</sup> March, 2025 are mentioned in the Corporate Governance Report.

**Stakeholders Relationship Committee:**

Your Company has constituted Stakeholders Relationship Committee, as per the applicable provisions of Section 178(5) of the Companies Act, 2013 and also to comply with Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Stakeholders Relationship Committee meeting held 4 (Four) meetings during the year 2024-25. The details of the meeting of the Stakeholders Relationship Committee as on 31<sup>st</sup> March, 2025 are mentioned in the Corporate Governance Report.

Presently, the Company has three Board Committees with the following members:

<p><b>Audit Committee</b></p>	<p>Mrs. Bhawna Sharma, Chairperson* Mr. Mithlesh Gupta, Chairperson** Mr. Rakesh Rampal, Member Ms. Aliya, Member</p>
<p><i>*Tenure of Mrs. Bhawna Sharma expired on 25<sup>th</sup> May, 2024, and subsequently she ceased to be the Independent Director of the Company and chairperson of the audit committee w.e.f. 25<sup>th</sup> May, 2024. **Mr. Mithlesh Gupta was designated as Chairperson by the board in its board meeting held on 12<sup>th</sup> June, 2024</i></p>	
<p><b>Nomination and Remuneration Committee</b></p>	<p>Mrs. Bhawna Sharma, Chairperson* Ms. Aliya, Chairperson** Mr. Mithlesh Gupta, Member*** Ms. Afrin, Member**** Mr. Rakesh Rampal, Member*****</p>
<p><i>*Tenure of Mrs. Bhawna Sharma expired on 25<sup>th</sup> May, 2024, and subsequently she ceased to be the Independent Director of the Company and chairperson of the nomination and remuneration committee w.e.f. 25<sup>th</sup> May, 2024. **Ms. Aliya has been designated as Chairperson through election process. ***Mr. Mithlesh Gupta was designated as member of the committee in the board meeting held on 12<sup>th</sup> June, 2024 ****Ms. Afrin was designated as member of the committee in the board meeting held on 29<sup>th</sup> June, 2024 *****Mr. Rakesh Rampal ceased to be the member of the committee w.e.f. 29<sup>th</sup> June, 2024</i></p>	
<p><b>Stakeholders Relationship Committee</b></p>	<p>Mrs. Bhawna Sharma, Chairperson* Mr. Rakesh Rampal, Member** Ms. Afrin, Chairperson*** Mr. Mithlesh Gupta, Member**** Ms. Aliya, Member</p>
<p><i>*Tenure of Mrs. Bhawna Sharma has expired on 25<sup>th</sup> May, 2024, and subsequently she ceased as Independent Director of the Company and member of stakeholders relationship committee w.e.f. 25<sup>th</sup> May, 2024. **Mr. Rakesh Rampal ceased to be the member of the committee w.e.f. 12<sup>th</sup> June, 2024. ***Ms. Afrin has been designated as Chairperson of the committee in the board meeting held on 29<sup>th</sup> June, 2024. ****Mr. Mithlesh Gupta was designated as member of the committee w.e.f. 12<sup>th</sup> June, 2024</i></p>	

Details of the Committee Meetings are available in the Corporate Governance Report section of the Annual Report.

**Details of Investor's grievances/ Complaints:**

During the year under review, the Company did not receive any investor complaints. There were no pending grievances as on 31<sup>st</sup> March 2025. The Company remains fully compliant with SEBI's SCORES platform and promptly addresses all shareholder queries.

**6. DIRECTORS' RESPONSIBILITY STATEMENT:**

As required under Section 134(5) of the Act, your Board of Directors to the best of their knowledge and ability confirm that: -

- i. in the preparation of the Annual Accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**7. CHANGE IN NATURE OF BUSINESS:**

The board of directors at their meeting held on 07<sup>th</sup> August, 2024 considered and approved the alteration in Clause III(A) relating to main object of the company by the way of inserting three new sub-clauses after the sub-clause 3.

The approval of the shareholders regarding the above alteration was obtained in the Annual General Meeting of the Company held on Friday, 06<sup>th</sup> September, 2024.

The board of directors at their meeting held on 21<sup>st</sup> February, 2025 considered and approved the alteration in Clause III(A) relating to main object of the.

The approval of the shareholders regarding the above alteration was obtained in the Extra Ordinary General Meeting of the Company held on Friday, 21<sup>st</sup> March, 2025.

**8. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES:**

As on 31st March, 2025, your Company does not have any Subsidiary, Associate and Joint Venture Company.

**9. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:**

The Company provides a gender friendly workplace. During the year under review, there were no cases filed pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**Prevention of Sexual Harassment Policy**

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review the Committee/Management has not received any complaint related to Sexual Harassment.

**DISCLOSURE UNDER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Your Company has zero tolerance towards any action on the part of any executive which may fall under the ambit of 'Sexual Harassment' at workplace and is fully committed to uphold and maintain the dignity of every woman executive working in your Company. The Sexual Harassment Policy provides for protection against sexual harassment of women at workplace and for prevention and redressal of such complaints.

During the year under review, there were no complaints pending as on the beginning of the financial year and no new complaints were filed during the financial year under review. The following is a summary of complaints received and resolved during the reporting period:

<b>Received</b>	<b>Disposed off</b>	<b>Pending</b>
NIL	NIL	NIL

**Disclosure on remuneration pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as follows:

**The Ratio of the remuneration of each director and key managerial personnel to the median remuneration of the employees of the Company for the financial year 2024-25:**

<b>S. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Ratio</b>
1	Mr. Rakesh Rampal	Whole Time Director	NA
2	Mr. Mithlesh Gupta**	Independent Director	NA
3	Ms. Afrin***	Director	NA
4	Ms. Aliya	Independent Director	NA
5	Ms. Bhawna Sharma*	Independent Director	NA
6	Mr. Devendra Kumar Singh****	Manager	NA
7	Mr. Anuj Dixit*****	Chief Financial Officer (CFO)	NA
8	Mr. Devender Singh*****	Chief Financial Officer (CFO)	1:1

\*Ms. Bhawna Sharma (DIN: 06902724) **ceased** to be the Independent Director of the Company w.e.f. 25<sup>th</sup> May, 2024 due to completion of tenure.

\*\*Mr. Mithlesh Gupta (DIN: 10665124) was appointed as Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. 12<sup>th</sup> June 2024

\*\*\*Ms. Afrin (DIN: 10689215) was appointed as Additional Director in the category of Non-Executive Non-Independent Director of the Company w.e.f. 29<sup>th</sup> June 2024

\*\*\*\*Mr. Devendra Kumar Singh resigned from the post of Manager of the Company w.e.f. 29<sup>th</sup> June 2024.

\*\*\*\*\*Mr. Anuj Dixit resigned from the post of Chief Financial Officer of the Company w.e.f. 18<sup>th</sup> October 2024

\*\*\*\*\*Mr. Devender Singh was appointed as Chief Financial Officer of the Company w.e.f. 7<sup>th</sup> January 2025

After the closure of financial year, Mr. Devender Singh resigned from the post of Chief Financial Officer of the Company w.e.f. 8<sup>th</sup> May 2025

**Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Director & Company Secretary or Manager in the financial year 2024-25:**

S. No.	Name	Designation	% increase
1	Mr. Rakesh Rampal	Whole Time Director	NIL
2	Mr. Mithlesh Gupta	Independent Director	NIL
3	Ms. Afrin	Director	NIL
4	Ms. Aliya	Independent Director	NIL
5	Ms. Bhawna Sharma	Independent Director	NIL
6	Mr. Devendra Kumar Singh	Manager	NIL
7	Mr. Anuj Dixit	Chief Financial Officer (CFO)	NIL
8	Mr. Devender Singh	Chief Financial Officer (CFO)	NIL

- **Percentage increase in Median remuneration of employees in financial year 2024-25:** There was no increase in the remuneration paid/payable to the employees (including Directors) of the company as the company during FY 2024-25

- **Number of permanent employees on rolls of the Company as on 31<sup>st</sup> March, 2025:** 2 (Two)

- **Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof:** NIL

**Average remuneration increase for Non-Managerial Personnel of the Company during the financial year was NIL.**

The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

**10. LISTING INFORMATION**

The Paid-up shares of the Company as on 31<sup>st</sup> March, 2025 was 11650100 out of which 7600100 Equity Shares of the Company are listed on BSE Limited ("BSE"). The trading into the equity shares of the Company has been suspended due to Penal reasons.

**11. DEMATERIALIZATION OF SHARES:**

The securities of the Company are admitted with NSDL are 3093367, CDSL 1673787, Physical 6032946 and out of which 850000 equity shares are not registered with Depository, the ISIN allotted to the Company is INE638C01015.

**12. REPORT ON CORPORATE GOVERNANCE:**

The report on corporate governance as stipulated in Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **Annexure-III** to the Board's Report.

The Certificate issued by M/s Devender Singh and Associates, Company Secretary (ies) in practice as stipulated in Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **Annexure-III(d)** to the Board's Report.

**13. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

During the Financial Year 2024-25, the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable.

**14. RISK MANAGEMENT:**

The Board has approved the Risk Management Policy of the Company. The Company's risk management framework is designed to address risks intrinsic to operations, financials and compliances arising out of the overall strategy of the Company. The Company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its objectives. The responsibility for management of risks vests with the Managers/officers responsible for the day-to-day conduct of the affairs of the Company, which lead to identification of areas where risk management processes, need to be strengthened. Annual update is provided to the Board on the effectiveness of the Company's risk management systems and policies.

**15. INTERNAL FINANCIAL CONTROLS AND INTERNAL AUDIT:**

The Board has adopted policies and procedures for governance of orderly and efficient conduct of its business including adherence to Company's policies, 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 its disclosures. The Company's internal control systems are commensurate with the nature of its business, the size and complexity of its operations. The internal control and governance process are duly reviewed for the adequacy and effectiveness through regular testing of key controls by management and internal auditors. The Audit Committee reviews the internal audit findings, provides guidance on internal controls and ensures that the internal audit recommendations are implemented.

**16. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

The particulars of investments under Section 186 of the Act have been disclosed in the Financial Statements and forms part of the Notes to the Standalone Financial Statements provided in this Annual Report. Further, the company has not provided any loan or guarantee under the ambit of Section 186 of Companies Act, 2013.

**17. RELATED PARTY TRANSACTIONS:**

Our Company has not entered into any related party transaction during the financial year under review, hence AOC-2 is not required to be attached to the Board's Report for the financial year 2024-25.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is available on the website of the Company at web link <https://wisecglobal.com/stakeholders-information/>.

**18. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURT / TRIBUNALS:**

During the year under review, no significant or material orders were passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operations.

**19. EXTRACT OF ANNUAL RETURN:**

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return of the Company is available on the Company's website at <https://wisecglobal.com/>

**20. STATUTORY AUDITORS AND AUDIT REPORT:**

Pursuant to the provisions of Section 139 of the Act read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s MKRJ & Co., Chartered Accountants (FRN-030311N), Chartered Accountants were appointed as Statutory Auditor of the Company for a period of 5 years in accordance with Section 139 of Companies Act, 2013 from the conclusion of 30<sup>th</sup> Annual General Meeting to hold the office till the conclusion of the Annual General Meeting of the Company to be held in year 2028 at such remuneration plus applicable taxes, as may be mutually agreed between the said Auditors and Board of Directors of the Company.

The auditor has not reported any qualification/observation in his audit report.

**21. EXPLANATION BY BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK:**

The Audit Report issued by M/s MKRJ & Co., Statutory Auditors of the Company is self-explanatory and do not call for any further clarification or comment by the Board.

**22. COST RECORDS:**

The Company is not required to maintain cost records in terms of Section 148 of the Act read with the Companies (Cost and Audit) Rules, 2014.

**23. SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT:**

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Shailendra Roy and Associates (M.NO: A25823; CoP: 11738), Practicing Company Secretary (ies) to undertake the Secretarial Audit of the Company, for the Financial Year 2024-25. The Secretarial Audit Report issued by Mr. Shailendra Kumar Roy, Practicing Company Secretary, in MR-3 is provided under **Annexure-IV** to this Report.

As per the Secretarial Audit Report, the following deviations have been reported:

<b>S.no.</b>	<b>Deviation</b>	<b>Management Response</b>
1.	Company did not appoint the Company Secretary as the Compliance Officer of the Company during the financial year 2024-25	The Company could not find out the suitable candidate within its budget as the Company had been suffering from shortage of funds due to heavy losses and nil revenues
2.	The shareholding of the promoters are not held in demat form as required under regulation 31(2) of SEBI (Listing	The management informed the promoter regarding the same, however no response received from promoter

	Obligations and Disclosure Requirements)	
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Further after the reporting period, the Board recommended to the members of the company to appoint M/s Shailendra Roy & Associates (M.NO: 25823), Practicing Company Secretary as Secretarial Auditor of the Company for a period of 5 consecutive years commencing from 1<sup>st</sup> April, 2025 in accordance with Regulation 24A read with the recent amendments in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**24. FRAUD REPORTED BY THE AUDITOR UNDER SECTION 143(12) OF COMPANIES ACT, 2013:**

The Statutory Auditor of the Company have not reported any matter under Section 143(12) of the Companies Act, 2013.

**25. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), is presented in a separate section forming a part of the Annual Report.

**26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:**

**CONSERVATION OF ENERGY:**

**Steps taken on conservation of energy and impact thereof:** The company is implementing its internal policy for conservation of energy.

**Steps taken by the Company for utilizing alternate sources of energy:** NIL

**Capital investment on energy conservation equipment:** NIL

**TECHNOLOGY ABSORPTION:**

- (I) **Efforts, in brief, made towards technology absorption and benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution:** NIL
- (II) **No technology was/is imported during the last 3 years reckoned from the beginning of the Financial Year,**
- (III) **Expenditure incurred on research and development - NIL**

**27. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

There were no foreign exchange earnings or outflow during the Financial Year 2024-25.

**28. ESTABLISHMENT OF VIGIL MECHANISM:**

The Company is committed to highest standards of ethical, moral and legal business conduct. It ensures that it provides a respectful work environment, not only for all our employees, but for all our external partners too. Accordingly, the Board of Directors have formulated Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies

Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has taken a special attention and greater emphasis on whistle blower activities where initiatives such as campaigns, posters at prominent locations, awareness sessions etc. were taken to encourage the employees to speak-up about any wrong doing activities and bring the same to the notice of the Management through whistleblower activities. The complaints under whistle blower are processed by professionals to assure collection of accurate information and protection of the information confidentiality. The reportable matters are disclosed to Audit Committee. No personnel have been denied access to the Audit Committee.

The details of the Policy on Vigil Mechanism and Whistle Blower Policy, as approved by the Board have been stated in the Report on Corporate Governance available on the website of the Company at weblink <https://wisecglobal.com/stakeholders-information/>.

**29. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) AND THEIR STATUS:**

The Company in its Board Meeting held on 6<sup>th</sup> May, 2025 and 22<sup>nd</sup> May 2025 had approved filing of application, base resolution plan and other declarations for initiating Pre- Packaged Insolvency Resolution Process with National Company Law Tribunal

Approval of members for initiation of Pre-Package Insolvency Resolution Process (PPIRP) with National Company Law Tribunal was taken in the Extra-Ordinary General Meeting of the Company held on 21<sup>st</sup> March 2025.

**30. PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. As on 31<sup>st</sup> March, 2025, the Board of Directors and the designated employees have confirmed compliance with the code. Further, the Company has set up its in-house SDD Interface for entering the Unpublished Price Sensitive Information as and when discussed among the Designated persons.

**31. FINANCIAL YEAR:**

The Company follows the financial year commence from 1<sup>st</sup> April and ends on 31<sup>st</sup> March of subsequent year.

**32. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOANS FROM THE BANKS OR FINANCIAL INSTITUTION ALONGWITH THE REASONS THEREOF:**

There are no such events occurred during the period from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2025, thus no valuation is carried out for the one-time settlement with the Banks or Financial Institutions.

**33. AN EXPLANATION FOR THE VARIATION**

- (a) in the use of proceeds from the objects stated in the offer document or explanatory statement to the notice for the general meeting, as applicable: **NOT APPLICABLE**
- (b) indicating category wise variation (capital expenditure, sales and marketing, working capital etc.) between projected utilisation of funds made by it in its offer document or explanatory statement to the notice for the general meeting, as applicable and the actual utilisation of funds: **NOT APPLICABLE**

**34. COMPLIANCE WITH SECRETARIAL STANDARDS:**

During the year under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

**35. PREVENTION OF SEXUAL HARRASMENT**

The Company is committed to a safe, inclusive workplace where everyone feels respected and empowered. However, the company is not required to constitute Internal Complaints Committee (ICC) pursuant to Prevention, Prohibition, and Redressal of Sexual Harrasment of Women at Workplace Act 2013 (POSH) as the same is not applicable to the company.

**36. MATERNITY BENEFIT AFFIRMATIONS UNDER THE MATERNITY BENEFIT ACT, 1961**

The Company has complied with the provisions of Maternity Benefits Act, 1961 including all applicable amendments and rules framed thereunder. The company is committed to ensuring a safe, inclusive and supportive workplace for women employees. All eligible women employees are provided with maternity benefits as prescribed under the Maternity Benefits Act, 1961 including paid maternity leave, nursing breaks, and protection from dismissal during maternity leave.

The company also ensures that no discrimination is made in recruitment or service conditions on the grounds of maternity. Necessary internal systems and HR policies are in place to uphold the spirit and letter of the legislation.

**37. GENDER WISE COMPOSITION OF EMPLOYEES**

In alignment with the provisions of diversity, equity and inclusion (DEI), the company discloses below the gender composition of its workplace as on 31st March, 2025:

**Male Employees: 2**  
**Female Employees: 0**  
**Transgender Employees: 0**

**38. DETAILS OF ISSUE OF EMPLOYEE STOCK OPTION SCHEME AND SWEAT EQUITY SHARES OR ISSUE OF SHARES HAVING DIFFERENTIAL VOTING RIGHTS**

The same is not applicable on the company.

**39. ACKNOWLEDGEMENT:**

Your directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and shareholders during the year under review.

Your directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

**By Order of Board of Directors  
For Wisec Global Limited**

**-SD/-  
Rakesh Rampal  
Whole Time Director  
DIN: 01537696**

**Wisec Global Limited  
Regd. Off.: Office No. 303, Plot No. 6, 3<sup>rd</sup> floor,  
Vardhman Arihant Chamber, Commercial  
Complex, Block KP, Pitampura, Delhi-110034  
Place: Delhi  
CIN: L71100DL1991PLC046609  
E-Mail ID: wisecglobal@yahoo.com**

**-SD/-  
Afrin  
Director  
DIN: 10689215**

**Date: 4<sup>th</sup> September 2025**

## NOMINATION AND REMUNERATION POLICY

In pursuance of the Company's philosophy to consider its employees as its invaluable assets, to pay equitable remuneration to all the Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and, in terms of the provisions of the Companies Act, 2013, this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination & Remuneration Committee and approved by the Board of Directors. The Board of Directors of Wisec Global Limited ("the Company") constituted the "Nomination and Remuneration Committee", consisting of Three (3) Non-Executive Directors of which Two (2) are Independent Directors.

### 1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Key Objectives of the Committee would be:

- 1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.4. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 1.5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.6. To devise a policy on Board diversity
- 1.7. To develop a succession plan for the Board and to regularly review the plan

### 2. DEFINITIONS

- 2.1. Act means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- 2.2. Board means Board of Directors of the Company.
- 2.3. Directors mean Directors of the Company.
- 2.4. Key Managerial Personnel means 1. Chief Executive Officer or the Managing Director or the Manager; 2. Whole-time director; 3. Chief Financial Officer; 4. Company Secretary; and 5. such other officer as may be prescribed.
- 2.5. The expression "senior management" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise of all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

### 3. ROLE OF COMMITTEE

#### 3.1. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee. The Committee shall:

- 3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.

3.1.2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.

3.1.3. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

## **3.2. Policy for appointment and removal of Director, KMP and Senior Management**

### **3.2.1. Appointment criteria and qualifications**

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

### **3.2.2. Term / Tenure**

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director: -

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

### **3.2.3. Evaluation**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

### **3.2.4. Removal**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

### **3.2.5. Retirement**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

### **3.3. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel**

#### **3.3.1. General:**

- a) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company, wherever required.
- b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
- c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
- d) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

#### **3.3.2. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**

##### **a) Fixed pay:**

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders, wherever required. Apart from monthly remuneration Whole-time Director may also be eligible for commission as may be approved by Board on recommendation of the Committee. The fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director.

##### **b) Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the shareholders of the Company.

##### **c) Provisions for excess remuneration:**

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the approval of the shareholder, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it.

#### **3.3.3. Remuneration to Non- Executive / Independent Director:**

##### **a) Remuneration / Commission:**

- (a) The board of directors shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting.
- (b) The requirement of obtaining approval of shareholders in general meeting shall not apply to

payment of sitting fees to non-executive directors, if made within the limits prescribed under the Companies Act, 2013 for payment of sitting fees without approval of the Central Government.

(c) The approval of shareholders mentioned in clause (a), shall specify the limits for the maximum number of stock options that may be granted to non-executive directors, in any financial year and in aggregate.

(d) The approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee.

c) Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

#### **4. MEMBERSHIP**

4.1 The Committee shall consist of a minimum 3 non-executive directors, two-third (2/3<sup>rd</sup>) of them being independent.

4.2 Minimum Two (2) members shall constitute a quorum for the Committee meeting including atleast 1 (One) Independent Director

4.3 Membership of the Committee shall be disclosed in the Annual Report.

4.4 Term of the Committee shall be continued unless terminated by the Board of Directors.

#### **5. CHAIRPERSON**

5.1 Chairperson of the Committee shall be an Independent Director.

5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

5.3 In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

5.4 Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

#### **6. FREQUENCY OF MEETINGS**

The meeting of the Committee shall be held at such regular intervals as may be required.

#### **7. COMMITTEE MEMBERS' INTERESTS**

7.1 A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

7.2 The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee

#### **8. SECRETARY**

The Company Secretary of the Company shall act as Secretary of the Committee.

#### **9. VOTING**

9.1 Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

9.2 In the case of equality of votes, the Chairman of the meeting will have a casting vote.

## **10. NOMINATION DUTIES**

The duties of the Committee in relation to nomination matters include:

- 10.1 Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- 10.2 Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- 10.3 Identifying and recommending Directors who are to be put forward for retirement by rotation.
- 10.4 Determining the appropriate size, diversity and composition of the Board;
- 10.5 Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- 10.6 Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- 10.7 Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- 10.8 Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- 10.9 Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- 10.10 Recommend any necessary changes to the Board; and
- 10.11 Considering any other matters, as may be requested by the Board.

## **11. REMUNERATION DUTIES**

The duties of the Committee in relation to remuneration matters include:

- 11.1 to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- 11.2 to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- 11.3 to delegate any of its powers to one or more of its members or the Secretary of the Committee.
- 11.4 to consider any other matters as may be requested by the Board.
- 11.5 Professional indemnity and liability insurance for Directors and senior management.

## **12. MINUTES OF COMMITTEE MEETING**

Proceedings of all meetings must be signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting

Annexure-II

**Particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, ("the Act") read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are as under: -**

**1. Details of Remuneration of Directors, Key Managerial Personnel and median Remuneration**

Name of Directors and Key Managerial Personnel	Designation	Ratio of remuneration of director/ KMP to median remuneration of employees	% increase in remuneration in the Financial Year 2024-25
Mr. Rakesh Rampal	Director	-	-
Mr. Mithlesh Gupta*	Director	-	-
Ms. Afrin**	Director	-	-
Ms. Aliya	Director	-	-
Mrs. Bhawna Sharma***	Director	-	-
Mr. Devender Kumar Singh****	Manager	1:1	-
Mr. Devender Singh*****	CFO	-	-
Mr. Anuj Dixit*****	CFO	-	-

\* Mr. Mithlesh Gupta was appointed as Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. 12<sup>th</sup> June 2024 by the Board of Directors of the Company and his appointment was approved by the members in the Annual General Meeting of the Company.

\*\* Ms. Afrin was appointed as Additional Director in the category of Non-executive Non- Independent Director of the Company w.e.f. 29<sup>th</sup> June 2024 by the Board of Directors of the Company and her appointment was approved by the members in the annual General Meeting of the Company.

\*\*\* Ms. Bhawna Sharma ceased to be the Independent Director of the Company w.e.f. 25<sup>th</sup> May 2024 due to completion of her tenure.

\*\*\*\*Mr. Devendra Kumar Singh resigned from the office of Manager of the Company w.e.f. 29th June 2024. Due to his preoccupations, he was unable to devote time for the affairs of the Company. Further, in his resignation he has stated that there is no other material reason other than those mentioned above.

\*\*\*\*\*On recommendation of Nomination and Remuneration Committee, Mr. Devender Singh was appointed as Chief Financial Officer of the Company w.e.f. 7th January, 2025. However, after the closure of the Financial Year 2024-25 he resigned from the position of Chief Financial Officer of the Company w.e.f. 8th May 2025. Due to his preoccupations, he was unable to devote time for the affairs of the Company. Further, in his resignation he has stated that there is no other material reason other than those mentioned above.

\*\*\*\*\*Mr. Anuj Dixit resigned from the position of Chief Financial officer w.e.f. 18th October 2024.

**Notes:**

**1. Number of permanent employees on the rolls of the company as on 31<sup>st</sup> March, 2025: Two**

**2. The percentage increase in the median remuneration of employees in the financial year: NIL**

**3. Compared to the previous year 2023-24, the figure for the current year 2024-25 reflects that:**

(i) Median remuneration of employees is Rs. 3,60,000 p.a. and average remuneration of employees is Rs. 3,60,000 p.a.

4. The remuneration paid as above was as per the remuneration policy of the Company.

5. For the purpose of calculating median and average remuneration, the remuneration of only those employees is considered who were employed for the whole financial year 2024-25.

6. The names of top Ten (10) Employees in terms of remuneration drawn and the name of every employee who:

**a. If employed throughout the Financial Year was in receipt of remuneration for that year which in the aggregate was not less than Rs. 1,02,00,000/- (Rupees One Crore Two Lakh Only): NIL**

**b. If employed for a part of Financial Year was in receipt of remuneration for any part of that year at a rate which in the aggregate was not less than Rs. 8,50,000/- (Rupees Eight Lakh Fifty Thousand) per month: NIL**

**By Order of Board of Directors  
For Wisec Global Limited**

**-SD/-  
Rakesh Rampal  
Whole Time Director  
DIN: 01537696**

**-SD/-  
Afrin  
Director  
DIN: 10689215**

**Wisec Global Limited  
Regd. Off.: Office No. 303, Plot No. 6, 3<sup>rd</sup> floor,  
Vardhman Arihant Chamber, Commercial  
Complex, Block KP, Pitampura, Delhi-110034  
Place: Delhi  
CIN: L71100DL1991PLC046609  
E-Mail ID: wisecglobal@yahoo.com**

**Date: 4<sup>th</sup> September 2025**

**REPORT ON CORPORATE GOVERNANCE OF WISEC GLOBAL LIMITED**

In accordance with Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), the Report containing the details of Corporate Governance system is as follows:

**1. Company's Philosophy on Code of Governance:**

The Company has consistently strived to follow best practices in corporate governance. By adhering to established principles and guidelines, we aim to foster a culture of integrity and responsible management throughout the organization. This includes regular reviews and updates to our governance framework to ensure that it remains robust, relevant, and effective in protecting the interests of our stakeholders.

The Board of Directors, supported by various committees, continues to play a pivotal role in overseeing the Company's governance practices. The Company will continue to prioritize corporate governance as a fundamental aspect of its operations, striving for excellence in all areas of its business.

**2. The Board of Directors:**

- I. Your Company believes that our Board needs an appropriate mix of Executive Directors and Independent Directors to maintain its independence and separate its functions of governance and management. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) mandate that for a Company with an Executive Chairperson on Board, at least one-half of the Board should be Independent Directors.

The Chairperson of the Board is a Non-Promoter Executive Director and one-half of the Directors on the Board are Independent Directors.

On 31<sup>st</sup> March 2025, our Board consists of Four members, out of which One is Executive; one is Non-Executive, Non- Independent and the remaining two are Independent Directors

The independent directors have confirmed that they meet the criteria of independence as required under the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**). The Board is of the opinion that the Independent Directors fulfill the conditions specified in Listing Regulations and are Independent of the Management.

No Independent Director is a director in more than seven listed companies.

No director is a director of more than 20 Companies or director of more than 10 public companies.

No director is a member in more than 10 committees of public limited companies nor acts as a chairperson of more than 5 committees across all listed entities in terms of Regulation 26(1) of Listing Regulations.

**ii. The Composition of the Board of Directors of the Company along with their categories and Board Meeting and Annual General Meeting attended during the year is as follows:**

S. No.	Name of the Director	Category of Directorship	Attendance Record		Remuneration paid during the F.Y 2024-25 (Amount In Rs.)	Last AGM held on 6 <sup>th</sup> September, 2024 Attended Yes/No
			Total Board Meeting held during FY 2024-25 = 9			
			Board Meetings entitled to attend	Board Meetings Attended		
1	Mr. Rakesh Rampal	Whole Time Director	9	9	NIL	Yes
2	Mr. Mithlesh Gupta*	Non-Executive Independent Director	8	8	NIL	Yes
3	Ms. Afrin**	Non-Executive Non-Independent Director	7	7	NIL	Yes
4	Ms. Aliya	Non-Executive Independent Director	9	9	NIL	Yes
5	Mrs. Bhawna Sharma***	Non-Executive Independent Director	0	0	NIL	NA

\* Mr. Mithlesh Gupta was appointed as Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. 12<sup>th</sup> June 2024 by the Board of Directors of the Company and his appointment was approved by the members in the Annual General Meeting of the Company.

\*\* Ms. Afrin was appointed as Additional Director in the category of Non-executive Non- Independent Director of the Company w.e.f. 29<sup>th</sup> June 2024 by the Board of Directors of the Company and her appointment was approved by the members in the annual General Meeting of the Company.

\*\*\* Ms. Bhawna Sharma ceased to be the Independent Director of the Company w.e.f. 25<sup>th</sup> May 2024 due to completion of her tenure.

Note: The Chairperson of the Board is elected through Election Process in every Board Meeting.

**Composition of the Board and Directorship(s) held as on 31<sup>st</sup> March 2025**

S. No.	Name of the Director	Number of Directorships in listed entities including this listed entity	Number of Directorships in Public companies	Number of committees positions held in other public companies*** (including the Company)		Directorship in other listed entity (Category of Directorship)
				Membership/s	Chairmanship	
1	Mr. Rakesh Rampal <b>Designation:</b> Whole Time director <b>DIN:</b> 01537696	1	1	1	0	NA
2	Mr. Mithlesh Gupta* <b>Designation:</b> Non-Executive Independent Director <b>DIN:</b> 10665124	2	-	2	1	Sharp Commercials Enterprises Limited <b>Designation:</b> Non-Executive Non-Independent Director
3	Ms. Afrin** <b>Designation:</b> Non-executive Non-Independent Director <b>DIN:</b> 10689215	1	-	0	1	NA
4	Ms. Aliya <b>Designation:</b> Non-Executive Independent Director <b>DIN:</b> 10461493	1	-	2	0	NA

\* Mr. Mithlesh Gupta was appointed as Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. 12<sup>th</sup> June 2024 by the Board of Directors of the Company and his appointment was approved by the members in the Annual General Meeting of the Company.

\*\* Ms. Afrin was appointed as Additional Director in the category of Non-executive Non- Independent Director of the Company w.e.f. 29<sup>th</sup> June 2024 by the Board of Directors of the Company and her appointment was approved by the members in the Annual General Meeting of the Company.

\*\*\* Includes only Memberships/Chairmanships of Audit Committee and Stakeholders' Relationship Committee of Public Companies (Listed and Unlisted).

iii. **The details of the Board Meetings held during the year and attendance there at are as**

follows:

S. No.	Date of the Board Meeting	Total No. of Directors Associated as on the date of meeting	No. of Directors who attended the meeting
1	30th May, 2024	2	2
2	29 <sup>th</sup> June, 2024	3	3
3	17 <sup>th</sup> July, 2024	4	4
4	7 <sup>th</sup> August, 2024	4	4
5	22 <sup>nd</sup> October, 2024	4	4
6	12 <sup>th</sup> November, 2024	4	4
7	7 <sup>th</sup> January, 2025	4	4
8	10 <sup>th</sup> February, 2025	4	4
9	21 <sup>st</sup> February, 2025	4	4

iv. The Board Meetings were held within a gap of 120 (One Hundred and Twenty Days) between two meetings.

v. **Code of Conduct**

The Code of Conduct for all the Directors and Senior Management Personnel, laid down by the Board. The Code of Conduct is applicable to all the Board Members and Senior Management Executives. The Code is circulated annually among all the Board members and Senior Management; the compliance is affirmed by them annually. A declaration signed by Mr. Rakesh Rampal, Whole-Time Director regarding affirmation of the compliance with the Code of Conduct by the Board members and senior management. The same is provided as **Annexure III (a)** to this report.

vi. **Disclosure of Relationship between directors inter-se;**

None of the Directors are related to each other

vii. **Number of shares and convertible instruments held by Non-Executive Directors;**

The following Non-Executive Directors hold following shares in the Company.

S. No.	Name	Number of Shares
1	Mr. Mithlesh Gupta*	NIL
2	Ms. Afrin**	NIL
3	Ms. Aliya	NIL
4	Ms. Bhawna Sharma***	NIL

Other than Equity Shares, there is no other class of security, issued by the Company.

viii. **Web link for details of familiarization Programme imparted to independent directors.**  
<https://wisecglobal.com/stakeholders-information/>

ix. **Skills/Experience/ Competence of the Board**

The Board has members having skill/experience/ competence required for the business and affairs of the Company for it to function effectively. The Board has inter-alia the following attributes:

<b>Nature of skill/ competence/ Experience</b>	<b>Mr. Rakesh Rampal</b>	<b>Mr. Mithlesh Gupta*</b>	<b>Ms. Afrin**</b>	<b>Ms. Aliya</b>	<b>Ms. Bhawna Sharma***</b>
Knowledge - understand the Company's business, policies, and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates	√	√	√	√	√
Strategic thinking and decision making	√	√	√	√	√
Financial Skills	√	√	√	√	√
Professional skills and knowledge to	√	√	√	√	√

assist the ongoing aspects of the business					
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\*Mr. Mithlesh Gupta was appointed as Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. 12<sup>th</sup> June 2024 by the Board of Directors of the Company and his appointment was approved by the members in the Annual General Meeting of the Company.

\*\*Ms. Afrin was appointed as Additional Director in the category of Non-executive Non- Independent Director of the Company w.e.f. 29<sup>th</sup> June 2024 by the Board of Directors of the Company and her appointment was approved by the members in the annual General Meeting of the Company.

\*\*\*Ms. Bhawna Sharma ceased to be the Independent Director of the Company w.e.f. 25<sup>th</sup> May 2024 due to completion of her tenure.

# **Independent Director**

During the year 2024-25,

- a. Mr. Mithlesh Gupta was appointed as Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. 12<sup>th</sup> June 2024 by the Board of Directors of the Company and his appointment was approved by the members in the Annual General Meeting of the Company.
- b. Ms. Bhawna Sharma ceased to be the Independent Director of the Company w.e.f. 25<sup>th</sup> May 2024 due to completion of her tenure.

**Changes in Key Managerial Personnel as on the date of this report:**

- Mr. Devendra Kumar Singh resigned from the office of Manager of the Company w.e.f. 29<sup>th</sup> June 2024. Due to his preoccupations, he was unable to devote time for the affairs of the Company. Further, in his resignation he has stated that there is no other material reason other than those mentioned above.
- Mr. Anuj Dixit resigned from the position of Chief Financial officer w.e.f. 18<sup>th</sup> October 2024.
- On recommendation of Nomination and Remuneration Committee, Mr. Devender Singh was appointed as Chief Financial Officer of the Company w.e.f. 7<sup>th</sup> January, 2025. However, after the closure of the Financial Year 2024-25 he resigned from the position of Chief Financial Officer of the Company w.e.f. 8<sup>th</sup> May 2025. Due to his preoccupations, he was unable to devote time for the affairs of the Company. Further, in his resignation he has stated that there is no other material reason other than those mentioned above.

**3. Audit Committee:**

- i. The terms of reference of Audit Committee are stipulated by the Board of Directors, in accordance with the Regulation 18 of the Listing Regulations.
- ii. The details of the Audit Committee Meetings during the year and attendance there at are as follows:

S. No.	Date of the Audit Committee Meeting	Total No. of Directors entitled to attend the meeting	No. of directors who attended the meeting
1.	30 <sup>th</sup> May, 2024	2	2
2.	7 <sup>th</sup> August, 2024	3	3
3.	12 <sup>th</sup> November, 2024	3	3
4.	10 <sup>th</sup> February, 2025	3	3

- iii. The Composition of the Audit Committee and the details of the meeting attended by the Directors during the Financial year 2024-25 are given below:

Name of the Member	Category	No. of Meetings entitled to attend	No. of Meetings attended
Ms. Bhawna Sharma*	Non-Executive Independent Director –Chairman	0	0
Mr. Mithlesh Gupta**	Non-Executive Independent Director – Member	3	3
Mr. Rakesh Rampal	Whole Time Director-Member	4	4
Ms. Aliya	Non-Executive - Independent Director-Member	4	4

*\*Ms. Bhawna Sharma ceased to be an independent director of the Company w.e.f. 25<sup>th</sup> May, 2024 due to completion of her tenure. Hence, she also ceased to be the Chairperson of the Audit Committee.*

*\*\*The Board approved reconstitution of the Audit Committee on 30<sup>th</sup> May, 2024 and Mr. Mithlesh Gupta was appointed as the Chairperson of the Committee w.e.f. 12<sup>th</sup> June, 2024 pursuant to allotment of DIN (Director Identification Number)*

**4. Nomination and Remuneration Committee:**

- i. The terms of reference of the Nomination and Remuneration Committee are stipulated by the

Board of Directors, in accordance Regulation 19 of the Listing Regulations.

- ii. The details of the Nomination and Remuneration Committee Meeting during the year and attendance thereat are as follows:

S. No.	Date of Nomination and Remuneration Committee Meeting	Total No. of Directors	No. of directors who attended the meeting
1.	30 <sup>th</sup> May, 2024	2	2
2.	29 <sup>th</sup> June, 2024	3	3
3.	7 <sup>th</sup> August, 2024	3	3
4.	22 <sup>nd</sup> October 2024	3	3
5.	7 <sup>th</sup> January 2025	3	3

- iii. The Composition of Nomination and Remuneration Committee and the details of the meeting attended by the Directors during the Financial year 2024-25 are given below:

Name of the Member	Category	No. of Meetings entitled to attend	No. of Meetings attended
Ms. Bhawna Sharma*	Non-Executive Independent Director – Chairman	0	0
Ms. Aliya	Non-Executive Independent Director – Member	5	5
Mr. Rakesh Rampal**	Non-Executive Independent Director – Chairman	2	2
Mr. Mithlesh Gupta**	Non-Executive Non-Independent Director – Member	3	3
Ms. Afrin**	Non-Executive Non-Independent Director- Member	3	3

*\*Ms. Bhawna Sharma ceased to be an Independent Director of the Company w.e.f. 25<sup>th</sup> May, 2025. Hence, she also ceased to be the chairperson of the Committee.*

*\*\*The Nomination and Remuneration Committee was re-constituted by the board of Directors in their meeting held on 29<sup>th</sup> June 2024. Mr. Rakesh Rampal ceased to be a member, Mr. Mithlesh Gupta and Ms. Afrin were appointed as members and Ms. Aliya was designated as the*

*Chairperson of the Committee.*

**iv. Criteria of making payment to Non-Executive Directors**

Non-Executive Independent Directors will be pay sitting fees for attending the Meetings of the Board and of Committees of which they may be members. They are eligible for commission within regulatory limits, as recommended by the Nomination & Remuneration Committee and approved by the Board and the Nomination & Remuneration Committee is of the opinion that the Director possesses requisite qualification for the practice of the profession.

- iii. Details pertaining to the performance evaluation criteria for all the directors and payment of remuneration to all the directors is mentioned in the Nomination and Remuneration Policy which forms the part of this Annual Report.

**5. Stakeholders' Relationship Committee**

- i. The details of the Stakeholders Relationship Committee during the financial year and attendance there at are as follows:

S. No.	Date of Shareholders' Relationship Committee Meeting	Total No. of Directors entitled to attend the meeting	No. of Directors who attended the meeting
1.	30 <sup>th</sup> May, 2024	2	2
2.	7 <sup>th</sup> August, 2024	3	3
3.	10 <sup>th</sup> October, 2024	3	3
4.	10 <sup>th</sup> February, 2025	3	3

The Composition of Stakeholders Relationship Committee and details of the meeting attended by Director/s during the Financial year 2024-25 are as follows:

Name	Category	No. of Meetings entitled to attend	No. of Meeting/s attended
Ms. Bhawna Sharma*	Non-Executive Independent Director – Chairperson	0	0
Ms. Afrin	Non-Executive Non-Independent Director – Chairperson	3	3

Mr. Rakesh Rampal**	Whole Time Director – Member	1	1
Mr. Mithlesh Gupta**	Executive Director – Chairperson	3	3
Ms. Aliya**	Non-Executive Independent Director – Member	4	4

*\*Ms. Bhawna Sharma ceased to be an independent director of the company w.e.f. 25<sup>th</sup> May, 2025 due to completion of her tenure.*

*\*\*The Nomination and Remuneration Committee was re-constituted by the board of Directors in their meeting held on 29<sup>th</sup> June 2024. Mr. Rakesh Rampal ceased to be a member, Mr. Mithlesh Gupta and Ms. Afrin were appointed as members and Ms. Aliya was designated as the Chairperson of the Committee.*

ii. **Number of shareholders' complaints received so far**

During the year, no complaint was received.

iii. **Number of complaints not solved to the satisfaction of shareholders:**

Not Applicable

iv. **Number of pending complaints:**

Not Applicable

6. **Subsidiary Companies' Monitoring Framework:**

Not Applicable

7. **General Body Meetings:**

**Location and time, where last three AGMs held:-.**

Date	Location	Time	Special Resolution Passed
06/09/2024	At Registered Office of the Company situated at 2nd Floor, NH-II, C- Block, Naraina Vihar, New Delhi 110028	12:00 Noon	Yes, Special Resolution was passed: I. To appoint Ms. Aliya as Non-Executive Independent Director of the Company II. To appoint Mr. Mithlesh

			Gupta as Non-executive Independent Director of the Company  III. To alter object clause of Memorandum of Association of the Company
30/09/2023	At Registered Office of the Company situated at 2nd Floor, NH-II, C- Block, Naraiana Vihar, New Delhi 110028	03:00 P.M.	Yes, Special Resolution was passed:  I. To Adopt a New Set of Memorandum of Association (MOA)/ Article of Association of the Company.  II. Authorization under Section 186 of the Companies Act, 2013  III. Authorisation under Section 180 of the Company.
30/09/2022	At Registered Office of the Company situated at 2nd Floor, NH-II, C- Block, Naraiana Vihar, New Delhi 110028	02:30 P.M.	No, Special Resolution was passed in the Annual General Meeting

**Postal Ballot: -**

During the financial year, No Postal Ballot was conducted

**8. Means of communication:**

**Quarterly Results**

The quarterly results for financial year 2024-25, published in the Performa prescribed by SEBI under Listing Regulations are approved and taken on record by the Board of Directors. The approved results are forthwith uploaded on the BSE Listing Center.

**Newspapers**

The quarterly results for financial year 2024-25 are normally published in Financial Express (English) and Jansatta (Hindi). The results are also posted on the BSE website <https://www.bseindia.com>

9. **General Shareholder Information:**

i. **AGM: Date, Time and Venue**

The 34<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on Tuesday, 30<sup>th</sup> September, 2025 at 11:00 A.M. at the Registered Office of the Company.

ii. **Financial Year**

The Financial Year of the Company ended on March 31, 2025.

iii. **Date of Book closure**

The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 27<sup>th</sup> September, 2025 till Monday, 29<sup>th</sup> September, 2025 (both days inclusive).

iv. **Listing on Stock Exchanges**

The Company's shares remain listed on the following Stock Exchange in India:

- BSE Limited, 25th Floor, P J Towers Dalal Street, Mumbai, Maharashtra- 400001.

v. **StockCode:**

i. BSE Limited	511642
ii. International Securities Identification Number (ISIN) of Equity Shares	INE638C01015

vi. **Market Price Data: High Low during each month in last financial year**

Trading in securities of Companies were suspended during the financial year 2024-25, however, no trading was carried out during the financial year, thus no data is available in respect of market price.

vii. **Registrar and Transfer Agents**

<b>Name and Address</b>	Alankit Assignments Limited Add: 2E/21, Jhandewalan Extention, New Delhi-110055
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<b>Telephone</b>	011 - 42541234 011 - 23552001
<b>E-mail Id</b>	<a href="mailto:info@alankit.com">info@alankit.com</a> <a href="mailto:rta@alankit.com">rta@alankit.com</a>

viii. **Share Transfer System**

Securities lodged for transfer at the Registrar's address are normally processed within 15 days from the date of lodgment, If the documents are clear in all respects.

ix. **Distribution of shareholding as on 31<sup>st</sup> March, 2025**

<b>Share holding</b>	<b>Number of Shareholders</b>	<b>% to Total Numbers</b>	<b>No. of Shares</b>	<b>% to Total Amount</b>
Up To 500	3689	84.07	421256	3.90
501 To 1000	347	7.91	271717	2.52
1001 To 2000	120	2.73	186225	1.72
2001 To 3000	39	0.89	99526	0.92
3001 To 4000	22	0.50	77806	0.72
4001 To 5000	30	0.68	144890	1.34
5001 To 10000	52	1.19	393316	3.64
10001 and Above	89	2.03	9205364	85.23
Total	4388	100.0	10800100	100.00

x. **Dematerialization of shares and liquidity**

Total 10800100 shares of Company constituting 40.92% of the total share capital of the Company, are in dematerialized form out of which 26.56% of shares are dematerialized with the NSDL and 14.36% of shares are dematerialized with the CDSL.

xi. **GDRs/ ADRs/Warrants or any Convertible instruments**

The Company has not issued GDRs/ADRs/Warrants or any Convertible instruments during the year.

xii. **Plant Locations**

Not Applicable

**xiii. Address for Correspondence**

Office Number 303, Plot Number 6, 3<sup>rd</sup> Floor, Vardhman Arihant Chamber, Commercial Complex, Block -KP, Pitampura, Delhi-110034

**10. Disclosures:**

**Related Party Transactions**

During the year ended on 31<sup>st</sup> March, 2025 there was no materially significant related party transaction/s that may have potential conflict with the interests of company at large.

**Web link for policy determining the 'Material Subsidiaries'**

The policy determining the material subsidiaries as approved is available on the website of the Company at web link <https://wisecglobal.com/stakeholders-information/>

**Weblink for Policy on dealing with related party transactions and Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions**

The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is available on the website of the Company at web link <https://wisecglobal.com/stakeholders-information/>

**Statutory Compliances, Penalties and structures**

The company had received SOP penalties of Rs. 43,54,794/- from BSE (Bombay Stock Exchange) for Non-Compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 23<sup>rd</sup> August, 2023. The company had filed an application for waiver of the fine imposed. During the financial year 2024-25, the application for waiver was rejected by the Stock Exchange. The company has filed review application against rejection of the SOP waiver which is pending with the Stock Exchange.

**Details of Establishment of Vigil Mechanism**

The Company has adopted a Whistle Blower Policy to provide a mechanism where by the employees are given a direct access to the Chairperson of Board and the Audit Committee to report about the unethical behavior, fraud and violation of Company's Code of Conduct and to provide sufficient provisions for the protection against the victimization of employees who avail such mechanism and it is affirmed that no personnel has been denied access to the Audit Committee.

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

**mandatory requirements of this regulation**

As per Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity shall appoint a qualified Company Secretary as Compliance Officer. During the year 2024-25, the Company failed to appoint a qualified Company Secretary as Compliance Officer.

The company has complied with the other mandatory requirements of the SEBI Listing Regulations.

**Disclosure of commodity price risks and commodity hedging activities**

Not Applicable

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

Not Applicable

**Non-acceptance of any recommendation of any committee of the board by the Board of Directors, which is mandatorily required during the financial year.**

Not Applicable

**11. Certificate from Company Secretary in Practice**

The certificate Required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors by the Board/ Ministry of Corporate Affairs or any such statutory authority has been received and was placed before the Board. The same is provided as **Annexure III(b)** to this report.

**12. Total fees for all services paid by the listed entity and its subsidiaries to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is apart: Rs.30,000/- (Rupees Thirty Thousand Only)**

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

**a. Number of complaints filed during the financial year: NIL**

**b. Number of complaints disposed of during the financial year: NIL**

**c. Number of complaints pending as on end of the financial year: NIL**

**14. Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) of Para C of Schedule V**

Not Applicable

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

The discretionary requirements as specified in Part E of Schedule II have not been adopted.

**16. The disclosures of the compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46**

The Company has complied with the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of SEBI Listing Regulations.

**17. Compliance Certificate**

Compliance Certificate from practicing Chartered Accountant regarding compliance of conditions of corporate governance is annexed with the Directors' Report.

**18. The Certificate of Compliance as stipulated under Regulation 34(3) read with Schedule V of the SEBI Listing Regulations is obtained from M/s Devender Singh and Associates, Practicing Company Secretary. (ies) The same is provided as **Annexure III(c)** to this report.**

**By Order of Board of Directors  
For Wisec Global Limited**

**-Sd/-  
Rakesh Rampal  
Whole Time Director  
DIN:01537696**

**-Sd/-  
Afrin  
Director  
DIN: 10689215**

**Date: 4<sup>th</sup> September, 2025  
Place: New Delhi**

**Compliance with Code of Business Conduct and Ethics**

To  
The Board of Directors  
Wisec Global Limited

This is to certify that, as provided under Regulation 34 (3) Schedule -V (D) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior management for the year ended 31 March, 2025.

**For Wisec Global Limited**

**Rakesh Rampal**  
**Whole Time Director**  
**DIN: 01537696**

**Date: 04<sup>th</sup> September, 2025**  
**Place: Delhi**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI**  
**(Listing Obligations and Disclosure Requirements) Regulations, 2015**

To  
The Members,  
**Wisec Global Limited**  
Office No 303, Plot no. 6, 3<sup>rd</sup> Floor, Vardhman Arihant  
Chamber, Commercial Complex, Block-KP, Pitampura,  
Maurya Enclave, North West Delhi, Delhi- 110034

I have examined the records, forms, returns and disclosures received from the Directors of **WISEC GLOBAL LIMITED** having CIN: L71100DL1991PLC046609 and Registered Office at Office No 303, Plot no. 6, 3<sup>rd</sup> Floor, Vardhman Arihant Chamber, Commercial Complex, Block-KP, Pitampura, Maurya Enclave, North West Delhi-110034 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On the basis of information obtained, in our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31<sup>st</sup> March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>S. NO.</b>	<b>NAME OF THE DIRECTOR</b>	<b>DIN</b>	<b>DATE OF APPOINTMENT IN THE COMPANY</b>
1.	MR. RAKESH RAMPAL	01537696	01/01/1999
2.	MS. ALIYA	10461493	30/03/2024
3.	MS. AFRIN	10689215	29/06/2024
4.	MR. MITHLESH GUPTA	10665124	12/06/2024

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

**For Devender Singh & Associates**  
**(Company Secretaries)**

Sd/-  
Devender Singh  
Membership: A76094  
COP: 28056

UDIN: A076094G001176041  
P.R. Certificate No: 6970/2025  
Date: 05<sup>th</sup> September, 2025

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members  
Wisec Global Limited  
Office number 303, Plot number 6, 3<sup>rd</sup> Floor,  
Vardhman Arihant Chamber, Commercial  
Complex, Block-KP, Pitampura, Maurya  
Enclave, North West Delhi-110034

**INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

1. This certificate is issued in accordance with the terms of our engagement with Wisec Global Limited ('the Company').
2. We have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31<sup>st</sup> March, 2025, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"the Listing Regulations"**).

**MANAGEMENTS' RESPONSIBILITY**

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

**AUDITOR'S RESPONSIBILITY**

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of accounts and other relevant records and documents maintained by the company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

## **OPINION**

6. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V of the Listing Regulations during the year ended 31st March, 2025.

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

**For MKRJ AND COMPANY**  
**Chartered Accountants**  
**FRN No.: 030311N**

**Sd/-**  
**Mukesh Kumar Jain**  
**Partner**  
**M.No. 073972**

**Date: 04<sup>th</sup> September, 2025**  
**Place: New Delhi**  
**UDIN: 25073972BMLGBT9430**

**FORM NO. MR – 3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2025**

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

**To**  
**The Members,**  
**Office No. 303, Plot No. 6, 3<sup>rd</sup> Floor,**  
**Vardhman Arihant Chamber, Commercial**  
**Complex, Block-KP, Pitampura, Maurya**  
**Enclave, North West Delhi, Delhi-110034**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Wisec Global Limited, a Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Office No. 303, Plot No.6, 3<sup>rd</sup> Floor, Vardhman Arihant Chamber, Commercial Complex, Block-KP, Pitampura, Maurya Enclave, North West Delhi - 110034 (hereinafter referred to as the '**Company**') for the period commencing from 1<sup>st</sup> April, 2024 till 31<sup>st</sup> March, 2025 (hereinafter referred to as the '**Audit Period**'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinions thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and available on MCA portal and also the information provided by the Company, its officers, agents and authorised representatives by way of Management Representation during the conduct of Secretarial Audit 2024-25, We hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31<sup>st</sup> March, 2025 have complied with the statutory provisions as listed hereunder and also that the Company have proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (to the extant applicable)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (to the extant applicable)
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (to the extant applicable)
  - (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time; (to the extant applicable)
  - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; Not Applicable

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

- (i) The mandatory Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board Meetings and General Meetings.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards etc. as mentioned above, *except the following*:

- (i) *The Company did not appoint the Company Secretary as the Compliance Officer of the Company during Financial Year 2024-25.*
- (ii) *The shareholding of the promoters are not held in demat form as required under regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;*

**I further report that**

The Board of Directors of the Company has *not* been duly constituted with proper balance of Executive, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with provisions of the Act, however, appointment of Ms. Aliya, who was appointed as Additional Director (Independent) by Board on 30<sup>th</sup> March, 2024, was confirmed by members beyond the statutory period three months

All meetings of the Board of Directors and Committees Meetings were called with adequate notice/ shorter notice, agenda and detailed notes on agenda were sent along with the notice/ such later date in compliance with the provisions of the law, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

**We further report that** the compliance by the company of the direct and indirect tax laws has not been reviewed during this audit as the same had been subject to review by the statutory financial audit and other designated professionals.

**We further report that** during the audit period the Company had no specific events/actions that have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For Shailendra Roy & Associates**  
(Company Secretaries)

**Shailendra Kumar Roy**  
ACS No.:25823  
C.P. No.: 11738  
UDIN: A025823G001149187

**Place: New Delhi**

**Dated: 03<sup>rd</sup> September, 2025**

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

**To  
The Members,  
Wisec Global Limited  
Office No. 303, Plot No. 6, 3<sup>rd</sup> Floor,  
Vardhman Arihant Chamber, Commercial  
Complex, Block-KP, Pitampura, Maurya  
Enclave, North West Delhi, Delhi-110034**

My report of the even date is to be read along with this letter

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for my opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Shailendra Roy & Associates  
(Company Secretaries)**

**Shailendra Kumar Roy  
ACS No.:25823  
C.P. No.: 11738  
UDIN: A025823G001149187**

**Place: New Delhi  
Dated: 03<sup>rd</sup> September, 2025**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **OVERVIEW:**

This report is an integral part of the Board's Report and covers management perspective on economic environment, industrial scenario, business performance, opportunities, threats, risks & concern, internal control etc. during the Financial Year 2024-2025. This should be read in conjunction with the Company's Financial Statements, the schedules and notes thereto and other information included elsewhere in the Annual Report.

The Company has prompted a thorough evaluation of our business operations, market opportunities, and strategic direction. After careful consideration, the management has proposed a change in the main object clause of the Company.

The Company remains committed to creating value for its stakeholders. The proposed change in the main object clause is a proactive measure to adapt to market conditions, leverage new opportunities, and drive sustainable growth. We will continue to engage with our stakeholders, keeping them informed of our strategic initiatives and progress.

In conclusion, the decision to change the main object clause reflects our commitment to realigning our business focus, driving innovation, and achieving long-term growth. The management is confident that this strategic shift will position the Company for future success and enhanced shareholder value.

### **INDUSTRY STRUCTURE AND DEVELOPMENTS**

The consultancy industry in India is booming, set to expand steadily by around 8.3% each year from 2021 to 2028, expanding both in size and the scope of services offered. This growth is due to several reasons: India's developing economy, the increasing number of startups and entrepreneurs, and the challenges businesses are facing in the aftermath of COVID-19.

Strengthening the Indian consulting industry requires a focus on innovation, talent development, service quality enhancement, and skills improvement. These efforts will be crucial for Indian firms to compete effectively and sustain growth in the evolving global consulting market.

Organisations are being pushed to adopt innovation by disruptive change waves, and generative AI is widely seen as a revolutionary force. Businesses that can quickly adopt this technology will be able to access opportunities with previously unheard-of business value.

Consulting companies are in charge of steering this transition because of their knowledge and ongoing participation in advancing the innovation agenda for their customers. In order to assist customers in transforming the way they do business and incorporate Generative AI into their own working practices, consultants must fully grasp the great potential of this technology.

Being on the cutting edge will open up company value channels that were formerly thought to be far away. It is undeniable that Generative AI has immense potential, despite the fact that the technology is still in its infancy and has its limits.

### **ECONOMIC ENVIRONMENT:**

According to the Services Export Promotion Council (SEPC), the Foreign Direct Investment (FDI) in India's consultancy services reached a significant milestone of US\$ 1.05 billion in the fiscal year 2020, out of a total investment of US\$ 8.7 billion between April 2000 and March 2023 (Department for Promotion of Industry and Internal Trade - DPIIT).

Furthermore, India's exports of professional and management consulting services reached US\$ 36.95 billion in the fiscal year 2021-22, showcasing the robust growth and global demand for Indian consulting expertise.

#### **OPPORTUNITIES:**

The management is looking for opportunities in various upcoming sectors:

**Green Energy:** To explore business opportunity to provide consultancy in renewable energy projects (Solar, battery storage, EVs). The opportunity areas would include EV Charging Infrastructure consultancy and solar panel installation and advisory

**Information Technology Services:** To explore business opportunity to provide information technology services, system integration services and technology consultancy for business automation

#### **THREATS:**

The Company has not experienced revenue generation for several consecutive years. This has necessitated a reassessment of our business focus and operational priorities. The Consultancy Industry has undergone significant changes, with increased competition and evolving technology landscapes. Our current business model and offerings have not aligned with these changes, impacting our ability to generate revenue.

#### **FINANCIAL PERFORMANCE:**

The Financial Statements for the year ended 31st March, 2025, have been prepared in accordance with the Companies (Indian Accounting Standards) Rule, 2015 (Ind AS) prescribed under section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable.

For the financial year ended 31st March, 2024, revenue at as level stood at Nil.

#### **OUTLOOK:**

With India's growing emphasis on digital transformation, renewable energy, and startups ecosystem, the company can grow if the focus is on specialization, meeting client expectations, improving service quality, enhance consulting skills and focusing on niche areas. Specifically, the focus needs to be on appropriate fiscal and monetary policies, improving educational outcomes, ensuring the economy is resilient to future economic shocks, while also ensuring inflow of investments to support green transitions.

#### **RISK & CONCERNS:**

Disruptive technology, the rise of new business models, and the pressures exerted by intense global competition are transforming the marketplace. One of the major challenge is the emerging technologies behind automation and artificial intelligence (AI). Turbulent times generate tremendous change, and this is precisely the reality that management consulting firms are facing today. To adapt to rising marketplace pressures, to get ahead and stay there However, CRISIL said, healthy growth in cost-optimisation deals, along with strong digital solutions, cloud, and automation capabilities, and a wide range of offerings will support the demand scenario.

#### **INTERNAL CONTROL SYSTEM AND ITS ADEQUACY:**

In keeping with the size and nature of its business and complexity of its operations, commensurate internal control procedures are implemented by the Company. The guidelines are set by the Audit Committee Members and Board of Directors who are responsible for the internal control system. They carry out periodic reviews of the internal audit plan, verify the adequacy of the control system, marks its audit observations, and monitors the sustainability of the remedial measures.

Observations made in internal audit reports on business processes, systems, procedures and internal controls and implementation status of recommended remedial measures by the Internal Auditors, are presented half yearly to the Audit Committee.

The Company's internal control system is designed to ensure management efficiency, measurability and verifiability, reliability of accounting and management information, compliance with all applicable laws and regulations, and the protection of the Company's assets. This is to timely identify and manage the Company's operational, compliance-related, economic and financial risks.

#### **RESEARCH & DEVELOPMENT:**

During the financial year 2024-25, the Company did not allocate any funds towards Research and Development (R&D). This decision was influenced by several strategic considerations, including a focus on optimizing current product lines, improving operational efficiencies, and managing financial resources prudently in response to market conditions. In conclusion, while FY 2024-25 saw a temporary pause in R&D spending, the Company is dedicated to resuming and intensifying its R&D efforts to ensure continued innovation and market leadership in the future.

While there were no expenditures on R&D in FY 2023-24, the Company remains committed to innovation and technological advancement. Plans are in place to resume and potentially increase R&D activities in the coming financial years. The Company is actively exploring partnerships, collaborations, and strategic initiatives to enhance its R&D capabilities and ensure sustained growth and competitiveness.

#### **HUMAN RESOURCES DEVELOPMENT:**

Human Resource is Company's greatest asset and your Company believe that in the roadmap for building the future, employee involvement is crucial to be continually creative and drive organizational excellence. The organizational excellence depends on the quality of people employed. Therefore, your Company focus on the culture of recognition, innovation in technology, engagement

of right people for the right job and process improvements. Your company's ethics, principles and ideals have fostered a positive work culture among the employees across all its plants and offices.

The employees are treated with respect and dignity at all times and senior management is easily accessible for counseling and redressal of grievances.

#### **KEY FINANCIAL RATIOS:**

The Key Financial Ratios for FY 2024-2025 and FY 2023-2024, along with explanation for significant changes (change of 25% or more) are as follows:

<b>Particulars</b>	<b>FY 2024-25</b>	<b>FY 2023-24</b>	<b>% Change</b>
Debtors Turnover	Nil	Nil	-
Inventory Turnover	Nil	Nil	-
Interest Coverage Ratio	3.84	Nil	100%
Current Ratio	0.21	0.44	52.27%
Debt Equity Ratio	-2.73	3.44	179.36%
Operating Profit Margin	Nil	Nil	-
Net Profit Margin	Nil	Nil	-
Return on Net Worth	116.5%	-7854.67%	6842.24%

#### **CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, downtrend in the industry, economic conditions affecting demand/supply and price conditions in the domestic market in which the Company operates, changes in political and economic environment in India, changes in the Government regulations, tax laws and other statutes, litigations and incidental factors.

**For and on Behalf of the Board of Directors**

**For Wisec Global Limited**

**Date: 06<sup>th</sup> September, 2025**

**Place: Delhi**

**Sd/-**

**Rakesh Rampal**

**Whole Time Director**

**DIN: 01537696**

**Sd/-**

**Afrin**

**Director**

**DIN: 10689215**

**Regd. Off.: Office Number 303, Plot no. 6, 3<sup>rd</sup>**

**Floor, Vardhman Arihant Chamber,**

**Commercial Complex, Block-KP, Pitampura,**

**Maurya Enclave, North West Delhi-110034**

**CIN: L71100DL1991PLC046609**

**Email ID: wisecglobal@yahoo.com**

## **INDEPENDENT AUDITORS' REPORT**

To  
The Members of **WISEC GLOBAL LIMITED**

### **Opinion**

We have audited the accompanying standalone financial statements of **Wisec Global Limited** ("the Company"), which comprise the Balance Sheet as at **March 31, 2025** the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ('the Act') in the manner so required and give a true and fair view in conformity with the the Indian Accounting Standards (IND-AS,) of the state of affairs of the Company as at 31st March 2025, its profit, and its cash flows and the changes in equity for the year ended on that date.

### **Basis of opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's responsibilities for the audit of the standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We draw the attention to the matters described in 'Basis for Opinion' paragraph of the Audit Report on the Financial Statement audited by us.

## **Key Audit Matters**

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. No matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## **Other Information**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **Management's Responsibility for the standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IND-AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, Management 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.

### **Auditor's responsibilities for the audit of the standalone Financial Statements**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure 1** a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and Statement of changes in Equity 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 Indian Accounting Standards (IND-AS) specified under Section 133 of the Act, read with Companies (Accounting Standards) Rules, 2015, as amended;
- e) On the basis of 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, refer to our separate Report in “**Annexure 2**” to this report;
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company does not have any pending litigations which would impact its financial position.
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There has not been an occasion, in which the company, during the year under report, to transfer any sum to the Investor Education and Protection Fund. Hence, the question of delay in transferring such sum does not arise.

**For MKRJ & Co.**  
**Chartered Accountants**  
**Firm Registration No.: 030311N**

**Sd/-**  
**Mukesh Kumar Jain**  
**Partner**  
**Membership No. 073972**  
**UDIN: 25073972BMLGAP4416**

**Place: New Delhi**  
**Date: 06<sup>th</sup> May, 2025**

**Annexure 1 referred to in paragraph (1) under the heading “Report on Other Legal and Regulatory Requirements” of our Report of even date**

- i In respect of the Company’s fixed assets:
- a) As per the information made available to us the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) As per the information and explanations made available to us the Company has program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - c) According to the information and explanations given by the management, the Company has not acquired any immovable property during the year under audit; no comments under the sub-clause are required.
  - d) The Company has maintained proper records showing full particulars of Intangible assets
  - e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
  - 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 revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
  - g) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii
- a) Whether physical verification of inventory has been conducted at reasonable intervals by the management and whether, in the opinion of the auditor, the coverage and procedure of such verification by the management is appropriate; whether any discrepancies of 10% or more in the aggregate for each class of inventory were noticed and if so, whether they have been properly dealt with in the books of account? The Clause is not applicable to the Company hence no reporting is required.
  - b) Whether during any point of time of the year, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets; whether the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company, if not, give details. The Clause is not applicable to the Company hence no reporting is required.

- iii** According to the information and explanations given to us, the Company has not granted unsecured loans to or from companies, firms, Limited Liability Partnerships or other parties, covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which :
- (a)** The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
  - (b)** The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.
  - (c)** There is no overdue amount remaining outstanding as at the year-end.
- iv** In our opinion and according to the information and explanations given to us, the company has not entered into any transaction which is covered under the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v** The Company has not accepted any deposits during the year within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.
- vi** The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company.
- vii** According to the information and explanations given to us, in respect of statutory dues :
- a** The company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it.
  - b** There were no undisputed amounts payable in respect of Income Tax, Goods and Service Tax, and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.
- viii** The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3(viii) of the Order is not applicable to the Company.
- ix** The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3(ix) of the Order is not applicable to the Company.
- x** To the best of our knowledge and according to the information and explanations given to us and, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

- xi** According to the information and explanations given by the management, The provisions of Section 197 read with Schedule V of the Companies Act, 2013 are not applicable to the Company during the financial year 2024-25.
- xii** The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii** In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv** Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- xv** In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi** The company is not required to be registered under section 45-IA of the Reserve Bank of India Act.
- xvii** According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, 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 that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Whether, in respect of other than ongoing projects, the company has transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act. The Clause is not applicable to the Company so no reporting is required.

Whether any amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act. The Clause is not applicable to the Company so no reporting is required.

**For MKRJ & Co.**  
**Chartered Accountants**  
**Firm Registration No.: 030311N**

**Sd/-**  
**Mukesh Kumar Jain**  
**Partner**  
**Membership No. 073972**  
**UDIN: 25073972BMLGAP4416**

**Place: New Delhi**  
**Date: 06th May, 2025**

**Annexure 2 referred to in paragraph 2(f) under the heading 'Report on other legal and regulatory requirements' of our report of even date**

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

We have audited the internal financial controls over financial reporting of **Wisec Global Limited** ("the Company") as of 31st March 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ('the Act').

**Auditor's Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting

with reference to these standalone Financial Statement 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 internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting with reference to these standalone Financial Statement**

A company's internal financial control over financial reporting with reference to these standalone Financial Statement 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 with reference to these standalone Financial Statement includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting with reference to these standalone Financial Statement**

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone Financial Statement, 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 with reference to these standalone Financial Statement may become inadequate because of changes in

conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For MKRJ & Co.**  
**Chartered Accountants**  
**Firm Registration No.: 030311N**

**Mukesh Kumar Jain**  
**Partner**  
**Membership No. 073972**  
**UDIN: 25073972BMLGAP4416**

**Place: New Delhi**  
**Date: 06<sup>th</sup> May, 2025**

**WISEC GLOBAL LIMITED**  
**CIN :L71100DL1991PLC046609**  
**2nd Floor NH-II C- Block, Naraiana Vihar, New Delhi, New Delhi, Delhi, India, 110028**  
**Email ID: wisecglobal.yahoo.com, Website: www.wisecglobal.com**  
**BALANCE SHEET AS AT 31ST MARCH, 2025**

(Rs. In '000)

	Particulars	Note No.	As at 31st March, 2025	As at 31st March, 2024
I.	<b>ASSETS</b>			
(1)	<b><u>Non - current assets</u></b>			
	(a) Property, Plant and Equipment	2	35	-
	(b) Intangible assets	3	-	-
	(c) Capital Work In Progress	4	-	-
	(d) Financial assets			
	(i) Investments	5		600
	(ii) Others	6	15	15
	(e) Deferred tax assets (net)	7	-	-
	(f) Other non - current assets	8	3,550	458
(2)	<b><u>Current assets</u></b>			
	(a) Inventories	9	-	-
	(b) Financial assets			
	(i) Investments			
	(ii) Trade receivables	10	-	-
	(iii) Cash and cash equivalents	11	228	27
	(iv) Bank balances other than cash and cash equivalents	12	-	-
	(v) Others	13	-	-
	(c) Other current assets	14	-	517
	<b>Total Assets</b>		<b>3,828</b>	<b>1,617</b>
II.	<b>EQUITY AND LIABILITIES</b>			
(1)	<b><u>Equity</u></b>			
	(a) Equity Share capital	15	116501	116501
	(b) Other equity	16	-118706	-116137
			-2205	364
	<b><u>Liabilities</u></b>			
(2)	<b><u>Non - current liabilities</u></b>			
	(a) Financial liabilities	17	4,970	30
	(i) Long Term Borrowings			
	(ii) Lease Liabilities			
	(iii) Other Financial Liabilities			
	(b) Deferred Tax Liability (net)		-	-
(3)	<b><u>Current liabilities</u></b>			
	(a) Financial liabilities			
	(i) Short Term Borrowings	18		-
	(ii) Trade payables	19	814	651
	a) Total outstanding dues of micro enterprises and small enterprises			
	b) Total outstanding dues of creditors others than micro enterprises and small enterprises			
	(iii) Other financial liabilities	20	-	-
	(b) Provisions	21	-	-
	(c) Other current liabilities	22	249	572
	<b>Total Equity and Liabilities</b>		<b>3828</b>	<b>1617</b>
	Significant accounting policies and estimates The accompanying notes 1 to 39 are an integral part of the financial statement.	1		

As per our report of even date attached.

**For MKRJ & Company**  
**Chartered Accountants**  
**Firm's Registration Number - 030311N**

**For and on behalf of the Board of Directors**

**Mukesh Kumar Jain**  
**Partner**  
**Membership No. 073972**  
**UDIN:**  
**Place: New Delhi**  
**Dated: 06.05.2025**

**Rakesh Rampal**  
**Whole-Time Director**  
**DIN - 01537696**

**Afrin**  
**Director**  
**DIN - 10689215**

**Devender Singh**  
**Chief Financial Officer**

<b>WISEC GLOBAL LIMITED</b>				
<b>CIN :L71100DL1991PLC046609</b>				
<b>2nd Floor NH-II C- Block, Naraina Vihar, New Delhi, New Delhi, Delhi, India, 110028</b>				
<b>Email ID: wisecglobal.yahoo.com, Website: www.wisecglobal.com</b>				
<b>PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2025</b>				
<b>(Rs. In '000)</b>				
	<b>Particulars</b>	<b>Note No.</b>	<b>Year ended 31st March, 2025</b>	<b>Year ended 31st March, 2024</b>
I.	Revenue from operations	23	-	-
II.	Other income	24	-	-
III.	<b>Total Income ( I+II)</b>		-	-
IV.	<b>Expenses:</b>			
	Cost of materials consumed		-	-
	Purchase of Traded Goods	25	-	-
	Changes in inventories of finished goods, by-products and work in progress	26	-	-
	Employee benefits expense	27	80	-
	Finance costs	28	531	-
	Depreciation and amortization expense	2	20	-
	Other expenses	29	1,938	28,591
	<b>Total expenses (IV)</b>		<b>2,569</b>	<b>28,591</b>
V.	<b>Profit before tax ( III-IV)</b>		<b>-2569</b>	<b>-28591</b>
VI.	<b>Tax expense :</b>			
	Current tax		-	-
	Deferred tax		-	-
	Income tax relating to earlier years		-	-
			-	-
VII.	<b>Profit for the year</b>		<b>-2569</b>	<b>-28591</b>
VIII.	<b>Other comprehensive income</b>			
	(i) Items that will not be reclassified to profit or loss			
	Remeasurement of the net defined benefit liability/asset		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	<b>Total other comprehensive income, net of tax</b>			
IX.	<b>Total comprehensive income for the year</b>			
X.	<b>Earnings per equity share (Nominal value per share Rs. /-)</b>			
	- Basic (Rs.)		-0.22	-2.45
	- Diluted (Rs.)		-0.22	-2.45
	<b>Number of shares used in computing earning per share</b>			
	- Basic (Nos.)		11,650,100	11,650,100
	- Diluted (Nos.)		11,650,100	11,650,100
	Significant accounting policies and estimates	1		
	The accompanying notes 1 to 39 are an integral part of the financial statement.			
<b>As per our report of even date attached.</b>				
<b>For MKRJ &amp; Company</b>		<b>For and on behalf of the Board of Directors</b>		
<b>Chartered Accountants</b>				
<b>Firm's Registration Number - 030311N</b>				
<b>Mukesh Kumar Jain</b>	<b>Rakesh Rampal</b>	<b>Afrin</b>		
<b>Partner</b>	<b>Whole-Time Director</b>	<b>Director</b>		
<b>Membership No. 073972</b>	<b>DIN - 01537696</b>	<b>DIN - 10689215</b>		
<b>UDIN:</b>				
<b>Place: New Delhi</b>				
<b>Dated: 06.05.2025</b>				
	<b>Devender Singh</b>			
	<b>Chief Financial Officer</b>			

**WISEC GLOBAL LIMITED**  
**CIN :L71100DL1991PLC046609**  
**2nd Floor NH-II C- Block, Naraina Vihar, New Delhi, New Delhi, Delhi, India, 110028**  
Email ID: wisecglobal.yahoo.com, Website: www.wisecglobal.com  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025**

(Rs. In '000)

PARTICULARS	Figures for the current reporting period from 01.04.2024 to 31.03.2025	Figures for the previous reporting period from 01.04.2023 to 31.03.2024
<b>A. Cash flow from operating activities</b>		
Loss before extraordinary items and tax	-2569	-28591
<i>Adjustments for:</i>		
Depreciation and amortization	-	-
Finance costs	-	-
Interest income	-	-
Gain on sale of investment	-	-
Provision for Investments	-	-
Long Term Borrowings (FDRs/Bonds) written back	-	-
<b>Operating profit / (loss) before working capital changes</b>	<b>-2569</b>	<b>-28591</b>
<b>Changes in working capital:</b>		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Trade receivables	-	-
Short-term loans and advances	-	-
Long-term loans and advances	-	-
Other Current Assets	517	-
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Trade Payables	163	-3023
Other Current Liabilities	-323	-
Other Non Current Liabilities	-	-990
Short-term Provisions	-	-
<b>Cash generated from operations</b>	<b>-2212</b>	<b>-32604</b>
<b>Net income tax (paid) / refunds</b>		
<b>Net cash flow from / (used in) operating activities (A)</b>	<b>-2212</b>	<b>-32604</b>
<b>B. Cash flow from investing activities</b>		
Capital expenditure on fixed assets, including capital advances	-3127	32339
Interest Income	-	272
Non current Investments	600	-
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>-2527</b>	<b>32611</b>
<b>C. Cash flow from financing activities</b>		
Repayment of long-term borrowings	-30	-
Finance Cost	-	-
Proceeds from Long Term Borrowings	4,970	-
Increase in Share Capital	-	-
Security Premium on issue of shares	-	-
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>4,940</b>	<b>0</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>201</b>	<b>7</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>27</b>	<b>20</b>
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents	-	-
<b>Cash and cash equivalents at the end of the year*</b>	<b>228</b>	<b>27</b>
*Represented by :		
(a) Cash in hand	152	9
(b) Cheques, drafts in hand	-	-
(c) Balances with banks	76	18
(d) Others-Fixed Deposits against margin	-	-
	<b>228</b>	<b>27</b>

**Notes:**  
(i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.  
(ii) These earmarked account balances with banks can be utilized only for the specific identified purposes.

**Significant Accounting Policies and Notes to Accounts**

The Schedules referred to above form an integral part of the financial statements

As per our report of even date attached

**For MKRJ & Company**  
Chartered Accountants  
Firm's Registration Number - 030311N

**For and on behalf of the Board of Directors**

Mukesh Kumar Jain  
Partner  
Membership No. 073972  
UDIN:  
Place: New Delhi  
Dated: 06.05.2025

Rakesh Rampal  
Whole-Time Director  
DIN:01537696

Afrin  
Director  
DIN:10689215

Devender Singh  
Chief Financial Officer

WISEC GLOBAL LIMITED

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

(a) Equity Share capital

(Rs. In '000)

	Balance at the beginning of the year	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the reporting year	Changes in equity share capital during the year	Balance at the end of the year
For the year ended 31st March, 2024	116,501	-	-	-	116,501
For the year ended 31st March, 2025	116,501	-	-	-	116,501

(b) Other Equity

(Rs. In '000)

	Reserves and Surplus					Items of Other Comprehensive Income	
	General Reserve	Retained Earnings	Capital Reserves	Capital Redemption Reserves	Security Premium Reserves	Re- measurement of defined benefit plan	Total
<b>Balance as at 1st April, 2022</b>	-258957	-893	9150	0	164094	-	(86,606)
Changes in accounting policy or prior period errors	0	0	0	0			-
<b>Restated balance as on 01.04.2022</b>	<b>-258957</b>	<b>-893</b>	<b>9150</b>	<b>0</b>	<b>164094</b>	-	<b>-86606</b>
Profit for the year	-	-941				-	-941
Other Comprehensive Income (net of tax)	-	-				-	-
Total Comprehensive Income for the year	-	-				-	-
Transfer from retained earnings	-	-				-	-
Transfer to general reserve	-	-				-	-
Final Dividend	-	-				-	-
Dividend distribution tax	-	-				-	-
<b>Balance as at 31st March, 2023</b>	<b>-258957.00</b>	<b>-1834.00</b>	<b>9150.00</b>	<b>-</b>	<b>164094</b>	<b>-</b>	<b>-87547</b>
<b>Balance as at 1st April, 2023</b>	-258957.00	-1834	9150	-	164094	-	-87547
Changes in accounting policy or prior period errors	-	-					-
<b>Restated balance as on 01.04.2023</b>	<b>-258957.00</b>	<b>-1834</b>	<b>9150</b>	<b>-</b>	<b>164094</b>	<b>-</b>	<b>-87547</b>
Profit for the year	-	-28591				-	-28591
Other Comprehensive Income (net of tax)	-	-				-	-
Total Comprehensive Income for the year	-	-				-	-
Transfer from retained earnings	-	-				-	-
Transfer to general reserve	-	-				-	-
Final Dividend	-	-				-	-
Dividend distribution tax	-	-				-	-
<b>Balance as at 31st March, 2024</b>	<b>-258957.00</b>	<b>-30425</b>	<b>9,150</b>	<b>-</b>	<b>164,094</b>	<b>-</b>	<b>-116138</b>
<b>Restated balance as on 01.04.2024</b>	<b>-258957.00</b>	<b>-30425</b>	<b>9,150</b>	<b>-</b>	<b>164,094</b>	<b>-</b>	<b>-116138</b>
Profit for the year	-	-2569				-	-2569
Other Comprehensive Income (net of tax)	-	-				-	-
Total Comprehensive Income for the year	-	-				-	-
Transfer from retained earnings	-	-				-	-
Transfer to general reserve	-	-				-	-
Final Dividend	-	-				-	-
Dividend distribution tax	-	-				-	-
<b>Balance as at 31st March, 2025</b>	<b>-258957.00</b>	<b>-32994.15</b>	<b>9150.00</b>	<b>-</b>	<b>164094</b>	<b>-</b>	<b>-118706.83</b>

## **Notes to financial statements for the year ended 31 March, 2025.**

### **Company Overview**

WISEC GLOBAL Limited (the company) is a Public limited company (CIN:L71100DL1991PLC046609) incorporated under the provisions of the Companies Act, 1956 with the Registrar of companies. Its registered office is situated at 2nd Floor NH-II C- Block, Naraina Vihar, New Delhi, New Delhi, Delhi,

### **Note - 1. Significant accounting policies**

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

The members of the company have passed a resolution for approval for initiating the Pre Packed Insolvency Resolution Process (PPIRP) at EGM held on **21th March 2025**, however the BOD have not filed the application before the Adjudicating Authority

#### **1.2 Basis of preparation**

##### **• Compliance with Ind AS**

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements up to year ended March 31, 2016 were prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act.

##### **• Historical cost convention**

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities which have been measured at fair value;
  - assets held for sale — measured at lower of carrying value or fair value less cost to sell; and
  - defined benefit plans — plan assets measured at fair value
- The company has incurred net losses during the year and preceding years. The company has separated all employees from October 2016 onwards, after the company lost all the major contracts for provision of services. The company's management is making efforts to get new contracts based on their past experience to recommence the operations. As on date, it is highly contingent that the company will be able to discharge its assets or liabilities in normal course of business. Hence, there remains a significant doubt in the company's ability to continue as a going concern. No adjustments to this effect has been done in financial statements.

##### **• Segment Reporting**

The Company is engaged primarily providing all kinds of business support services. However, in the context of Indian Accounting Standard 108 – Operating Segments, these are considered to constitute single reportable segment. Accordingly, no separate disclosure for primary or secondary segments is given.

##### **• Revenue Recognition**

The Company recognizes revenue when the amount of revenue can be



Note No : 4

(Rs. In '000)

<b>Capital Work In Progress</b>				
Particulars	As at 31st March, 2025		As at 31st March, 2024	
<b>Projects Work In Progress</b>				
<u>1</u> AI Product (Under Development)				
- less than 6 months	-		-	
- 1 year to 2 years	-		-	
- 2 year to 3 years	-		-	
- More than 3 years	-	-	-	-
		-		-
<b>Projects Temporarily Suspended</b>				
- less than 6 months	-		-	
- 1 year to 2 years	-		-	
- 2 year to 3 years	-		-	
- More than 3 years	-	-	-	-
		-		-
		-		-

Note No : 5

(Rs. In '000)

<b>Non-current investments</b>					
Particulars	Face	Number of	As at 31st	Number of	As at 31st
	value	Shares/units	March,2025	shares / units	March,2024
(1) Designated at fair value through profit or loss:					
(i) Quoted					
(a) In equity shares of Companies					
Jalpradeep Securities Ltd				60,000	600
Fully paid up : Rs. 10 per Share					
(b) In units of mutual fund		-	-	-	-
(ii) Unquoted		-	-	-	-
			-		600

Note No : 6

(Rs. In '000)

<b>Other financial assets - Non current</b> (Unsecured, considered good)				
Particulars	As at 31st March, 2025		As at 31st March, 2024	
Security deposits	15		15	-
Fixed deposits with banks	-	15	-	15
		15		15

Note No : 7

(Rs. In '000)

<b>Deferred tax assets/liability (net)</b>				
Particulars	As at 31st March, 2025		As at 31st March, 2024	
Tax effect of items constituting deferred tax assets/(liability)	-		-	-
		-		-

Note No : 8

(Rs. In '000)

<b>Other non-current assets</b> (Unsecured, considered good )				
Particulars	As at 31st March, 2025		As at 31st March, 2024	
Capital advances	-		-	
<b>Advance other than capital advance</b>				
Income Tax refundable	-		-	
Other Advances- standard carton	3,500		458	
Loan - meher infosolution pvt ltd	50	3,550		458
		3,550		458

Note No : 9

(Rs. In '000)

<b>Inventories</b>				
Particulars	As at 31st March, 2025		As at 31st March, 2024	
Raw materials	-		-	
Raw materials in transit	-		-	
Packing materials	-		-	
Work-in-progress	-		-	
Finished goods	-		-	
		-		-

(At lower of cost and net realizable value, unless stated otherwise)

Note No : 10

(Rs. In '000)

<b>Trade receivables - Current</b>				
Particulars	As at 31st March, 2025		As at 31st March, 2024	
<b>Unsecured, considered good</b>				
Due from related parties	-		-	
Due from others	-		-	
		-		-
<b>TRADE RECEIVABLES AGEING SCHEDULE</b>				
<b>Undisputed, considered good</b>				
- not yet due		-		-
- less than 6 months		-		-
- 6 months to 1 year		-		-
- 1 year to 2 years		-		-
- 2 year to 3 years		-		-
- More than 3 years		-		-
		-		-

Note No : 11

(Rs. In '000)

<b>Cash and cash equivalents</b>				
Particulars	As at 31st March, 2025		As at 31st March, 2024	
Balances with banks				
<b>In current accounts</b>	152		18	
Cash on hand	76	228	9	27
		228		27

Note No : 12

(Rs. In '000)

<b>Bank balances other than cash and cash equivalents</b>				
Particulars	As at 31st March, 2025		As at 31st March, 2024	
<b>Fixed deposits with banks</b>				
- Current portion of original maturity period more than 12 months	-		-	
- Original maturity period upto 12 months	-	-	-	-
		-		-

Note No : 13

(Rs. In '000)

<b>Other financial assets - Current</b>				
Particulars	As at 31st March, 2025		As at 31st March, 2024	
<b>(Unsecured, considered good)</b>				
Interest Accrued But Not Due		-		-
		-		-

Note No : 14

(Rs. In '000)

<b>Other current assets</b>				
Particulars	As at 31st March, 2025		As at 31st March, 2024	
<b>(Unsecured, considered good)</b>				
<b>Other Loans &amp; Advances</b>				
<i>Advance to Suppliers &amp; Others</i>	-		-	
<i>VAT, TDS &amp; Other Receivables</i>			517	
<i>Prepaid Expenses</i>	-		-	
<i>Export incentive receivable</i>	-	-	-	517
		-		517

**WISEC GLOBAL LIMITED**  
Notes Forming part of Financial Statements (Contd.)

Note No : 15

(Rs. In '000)

<b>Equity Share capital</b>				
Particulars	As at 31st March, 2025		As at 31st March, 2024	
	No. of shares	Amount	No. of shares	Amount
(a) <b>Authorised</b> 50000000 Equity shares of par value <b>Rs10</b> /- each	50,000,000	500,000	50,000,000	500,000
	50,000,000	<b>500,000</b>	50,000,000	<b>500,000</b>
(b) <b>Issued, subscribed and fully paid up</b>				
11650100 Equity shares of par value <b>Rs 10</b> /- each at the beginning of the year	11,650,100	116,501	11,650,100	116,501
Changes during the year	-	-	-	-
<b>At the end of the year</b>	<b>11,650,100</b>	<b>116,501</b>	<b>11,650,100</b>	<b>116,501</b>

(c) The Company has only one class of equity shares having a par value of **Rs 10/-** per share. Each holder of equity shares is entitled to one vote per share. The holders of Equity Shares are entitled to receive dividends as declared from time to time. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(d) Shareholders holding more than 5 % of the equity shares in the Company :

<u>Name of shareholder</u>	As at 31st March, 2025		As at 31st March, 2024	
	No. of shares held	% of holding	No. of shares held	% of holding
<u>Manoj Kumar Jain</u>	3,200,000	27.47	3,200,000	27.47
<u>Western Pagues (India) Ltd</u>	1,150,000	9.87	1,150,000	9.87
<u>Indian Clearing Corporation Ltd</u>	605,697	5.20	605,697	5.20

(e) Shares hold by the promoters at the end of the year

<u>Name of Promoters</u>	As at 31st March, 2025		As at 31st March, 2024	
	No. of shares held	% of total shares	No. of shares held	% of total shares
	-	-	-	-
	-	-	-	-

Note No : 16

(Rs. In '000)

<b>Other equity</b>				
Particulars	As at 31st March, 2025		As at 31st March, 2024	
	No. of shares	Amount	No. of shares	Amount
(a) <b>General reserve</b>				
Balance as per last account		(258,957)		(258,957)
Add: Transfer from Retained earnings		-		-
		(258,957)		(258,957)
(b) <b>Retained earnings</b>				
Balance as per Last Account		-30425		(1,834)
Add : Surplus as per Statement of Profit and Loss		-2569		(28,591)
Other Comprehensive Income(net of tax)		-		-
Amount available for appropriation		(32,994)		(30,425)
Less : Appropriations:				
Dividend on equity shares		-		-
Tax on dividend		-		-
Transfer to general reserve		-		-
Balance at the end of the year		(32,994)		-30425.00
(c) <b>Capital Reserves</b>		9,150		9,150
(d) <b>Security Premium Reserves</b>		164,094		164,094
		173,244		173244
<b>Total other equity</b>		<b>-118706</b>		<b>-116137</b>

**WISEC GLOBAL LIMITED**  
Notes Forming part of Financial Statements (Contd.)

Note No : 17

(Rs. In '000)

<b>Non-Current financial Liability</b>				
Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Long Term Borrowings	4,970.00		-
Loan From Director	-		30.00	
Lease Liabilities	-		-	
Other Financial Liabilities	-		-	
Privately Placed bonds	-	4,970.00	-	30.00
		4,970.00		30.00

Note No : 18

(Rs. In '000)

<b>Short - term borrowings</b>				
Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Other Loans			
From banks - Secured	-	-	-	-
		-		-

Note No : 19

(Rs. In '000)

<b>Trade Payables - Current</b>				
Particulars	As at 31st March, 2025		As at 31st March, 2024	
	<b>Total outstanding dues of micro enterprises and small enterprises</b>			
Creditors for goods	-		-	
Creditors for services	-	-	-	-
<b>Total outstanding dues of creditors other than micro enterprises and small enterprises</b>				
Creditors for goods	-		-	
Creditors for services	-	-	-	-
<b>TRADE PAYABLES AGEING SCHEDULE(Outstanding for following periods from due date of payment)</b>				
<u>Micro and small enterprises</u>				
- less than 1 year		-		-
- 1 year to 2 years		-		-
- 2 year to 3 years		-		-
- More than 3 years		-		-
<u>OTHERS</u>				
- less than 1 year		814		
- 1 year to 2 years		-		651
- 2 year to 3 years		-		-
- More than 3 years		-		-
		814		651

Note No : 20

(Rs. In '000)

<b>Other financial liabilities - Current</b>				
Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Other payables			
Payable to suppliers of capital goods	-		-	
Total outstanding dues of other than Micro and Small enterprises	-		-	
Outstanding Liabilities for Expenses	-		-	
		-		-

Note No : 21

(Rs. In '000)

<b>Non-Current provisions</b>				
Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Provision for Income Tax	-		-
Other Provisions	-		-	
		-		-

Note No : 22

(Rs. In '000)

<b>Other current liabilities</b>				
Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Audit fees payable	30		35
TDS Payable FY 2024-25	69			
Taxation & Duties (GST)	-408		-517	
Expenses payable	537		537	
Other Liabilities	21		516	
Provisions	-	249	-	572
		249		572

**WISEC GLOBAL LIMITED**

Note No : 23

(Rs. In '000)

<b>Revenue From Operations</b>		
<b>Particulars</b>	<b>For the year ended on 31 March,2025</b>	<b>For the year ended on 31 March,2024</b>
<i>Sale Of Goods</i>	-	-
<i>Sale Of Scrap</i>	-	-
<i>Other Operating Revenues</i>	-	-
	-	-

Note No : 24

(Rs. In '000)

<b>Other Income</b>		
<b>Particulars</b>	<b>For the year ended on 31 March,2025</b>	<b>For the year ended on 31 March,2024</b>
<b>Interest Income</b>	-	-
<i>Fixed Deposits With Banks</i>	-	-
<i>Income tax Refunds</i>	-	-
<i>Interest On Advances</i>	-	-
<b>Dividend Income</b>	-	-
<b>Net Gain on Sale of Investments</b>	-	-
<b>Other Non- Operating Income</b>	-	-
<i>Rent</i>	-	-
<i>Profit On Sale of Property, Plant &amp; Equipment</i>	-	-
<i>Other Income</i>	-	-
	-	-

Note No : 25

(Rs. In '000)

<b>Purchase Of Traded Goods</b>		
<b>Particulars</b>	<b>For the year ended on 31 March,2025</b>	<b>For the year ended on 31 March,2024</b>
<i>Purchases</i>	-	-
	-	-

Note No : 26

(Rs. In '000)

<b>Changes in Inventory of Finished goods, Work in Porgress &amp; Stock-in-Trade</b>		
<b>Particulars</b>	<b>For the year ended on 31 March,2025</b>	<b>For the year ended on 31 March,2024</b>
<i>(Increase)/ Decrease in Stocks</i>	-	-
<i>Stock at the end of the Year:</i>	-	-
<i>Finished Goods</i>	-	-
<b>TOTAL(A)</b>	-	-
<i>Less: Stock at the Beginning of the year</i>	-	-
<i>Finished Goods</i>	-	-
<b>TOTAL(B)</b>	-	-
<b>TOTAL (B-A)</b>	-	-

Note No : 27

(Rs. In '000)

<b>Employee Benefit expenses</b>		
<b>Particulars</b>	<b>For the year ended on 31 March,2025</b>	<b>For the year ended on 31 March,2024</b>
<i>Salaries &amp; Wages</i>	80	-
<i>Contribution to Provident &amp; Other Funds</i>	-	-
<i>Staff Welfare Expenses</i>	-	-
	80	-

Note No : 28

(Rs. In '000)

Finance Costs		
Particulars	For the year ended on 31 March,2025	For the year ended on 31 March,2024
Interest Expenses	530	-
Other Borrowing Costs	-	-
Bank Charges	1	-
	531	-

Note No : 29

(Rs. In '000)

Other Expenses		
Particulars	For the year ended on 31 March,2025	For the year ended on 31 March,2024
<b>Payment to Auditors</b>		
As auditor:		-
~Audit Fee	30	30
AGM & Director's Sitting Fees	45	-
Board meeting exp	37	-
Business Promotion & Advertisement Expenses	45	7
Accounting Charges	20	-
Conveyance & Travelling		-
Carriage Outward		-
Design and setting charges	23	-
Demat Expenses	44	5
Fees & Subscription Charges	149	65
General Expenses		10
Interest and bank charges		1
Interest on Income Tax		-
Late Fees		-
Licence fees	15	-
Miscellaneous Expenses	23	-
Telecom Expenses	2	14
Tour, Travelling and Conveyance Expenses		10
Repairs & Maintenance	3	7
Filing Fees	-	-
Sundry Balances Written Off	1,213	28,411
Printing & Stationery	15	-
Professional Fees	241	-
Processing Charges	32	-
Rates & Taxes	-	30
	1,938	28,591

(Rs. In '000)

Other comprehensive income		
Particulars	For the year ended on 31 March,2025	For the year ended on 31 March,2024
<b>Items that will not be reclassified to profit or loss</b>		
Re- measurement of defined benefit plans	-	-
Less: Income tax relating to items that will not be reclassified to profit or loss	-	-
	-	-

**NOTE: 30: Earning Per Share (EPS)**

<i>Particulars</i>	<i>Year Ended</i>	
	<i>March 31, 2025</i>	<i>March 31, 2024</i>
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	-2569148.31	-28591000.00
Weighted Average number of equity shares used as denominator for calculating EPS	11,650,100.00	11,650,100.00
Basic and Diluted Earnings per share	(0.02)	(0.25)
Face Value per equity share	10	10

**NOTE: 31: Disclosures**

The following disclosures shall be made where Loans or Advances in the nature of loans granted to Promoters, Directors, KMPs and the related parties , either severally or jointly with any other person:

<i>Type Of Borrowers</i>	<i>Amount Of Loan or Advance in the nature of loan Outstanding</i>	<i>Percentage to the Loans &amp; Advances in the nature of Loans</i>
Promoters Directors KMPs Related Parties		

**NOTE: 32: Contingent Liability & Capital Commitments**

- a) Company do/ do not have any Contingent Liability for the year under review.
- b) Company do / do not have any Capital Commitments for the year under review.

**NOTE: 33: Segment Reporting**

The geographical segment of the company is the primary the reporting segment ie operating in India and the business segment is the secondary segment.

**NOTE: 34 : Corporate Social Responsibility**

Where Compoany falls under the provision of section 135 Of the companies Act, 2013 i.e. CSR Provision , then Auditor needs to give disclosure about its nature, amount spent or expenditure incurred etc in the Notes of Accounts.

**NOTE: 35 : Immovable Property Not Held In Company's Name**

The company shall provide the details of all the immovable property (other than properties where the company is the lessee and the lease agreement are duly executed in favour of the lessee) whose title deeds are not held in the name of the company in format given below and where such immovable property is jointly held with others, details are required to be given to the extent of the company's share

<b>Relevant Line Item in the Balance Sheet</b>	<b>Description of Items Of Property</b>	<b>Gross Carrying Value</b>	<b>Title Deeds held in the name of</b>	<b>Whether Title deed holder is a promoter/ director, OR relative of Promoter/ Director OR employee of promoter/director</b>	<b>Property Held since which date</b>	<b>Reason for not being held in the name of the company</b>

**Note: 36: Details Of Benami Property**

Where any proceedings have been initiated or pending against the Company for holding any Benami Property under the Benami Transactions ( Prohibitions) Act, 1988 and the rules made thereunder, the company shall disclose the details ,amount,of such property.

**Note : 37: Registration Of Charges or Satisfaction with Registrar of Companies**

Where any charges or satisfaction yet to be registered with ROC beyond the statutory period, details and reasons shall be disclosed by the Auditor in the Notes to Accounts

**Note : 38: Undisclosed Income**

The Company shall disclose of that transaction which were not recorded in the books of accounts or that has been surrendered or disclosed as income during the year in the tax assessments.

**Note : 39: Details of Crypto / Virtual Currency**

Where the company has traded or invested in Crypto currency or Virtual Currency during the financial year, then auditor need to disclose its profit or loss on transaction or amount of currency etc in the notes of accounts.

<b>As per Reports of even Date</b>		
<b>For MKRJ &amp; Company</b>	<b>For and on behalf of the Board of Directors</b>	
<b>Chartered Accountants</b>		
<b>Firm's Registration Number - 030311N</b>		
<b>Mukesh Kumar Jain</b>	<b>Rakesh Rampal</b>	<b>Afrin</b>
<b>Partner</b>	<b>Whole-Time Director</b>	<b>Director</b>
<b>Membership No. 073972</b>	<b>DIN - 01537696</b>	<b>DIN - 10689215</b>
<b>UDIN:</b>		
<b>Place: New Delhi</b>	<b>Devender Singh</b>	
<b>Dated: 06.05.2025</b>	<b>Chief Financial Officer</b>	