

The Board's Report

The Members

Your directors have pleasure in presenting 3rd Annual Report on the business and operations of the Company and the accounts for the year ended 31st March 2025.

1. Results of our operations:

Particulars	For the year ended 31 st March 2025 (Amount INR in Lakhs)	For the year ended 31 st March 2024 (Amount INR in Lakhs)
Operating revenue	2516.05	1454.08
Total Expenditure before Depreciation and Finance Costs	2202.14	1238.75
Add: Dividend and other Income	29.92	3.74
Less: Finance Costs	1.47	0.63
Profit/(Loss) before Depreciation and Tax	342.35	218.44
Less: Depreciation and Amortization Expense	36.01	18.94
Profit/(Loss) before Tax	306.34	199.5
Less: Provision for Current/Deferred Taxes	86.32	50.37
Less: Prior Years' Tax Adjustments	0.22	-
Add: Minimum Alternate Tax credit entitlement	-	-
Profit/(Loss) after Tax	220.24	149.13

2. Performance of the company:

During the year ended 31st March 2025 the revenue from operations of the Company was 2516.05 Lakhs as compared to last year's revenue from operations 1454.08 Lakhs. Profit before tax was Rs. 306.34 Lakhs as compared to last year's profit of Rs. 199.5 Lakhs.

3. Details of Subsidiary/Joint Ventures/Associate Companies:

Your company has no Subsidiary/Joint Ventures/Associate Companies.

Baker & Taylor IT Services India Private Limited

Registered Office: C- 43, Green Park, South Delhi, Delhi, 110016, India
www.baker-taylor.com | CIN:U72200DL2022PTC399632

4. **Dividend:**
The company is not declaring any dividend for the reporting period.
5. **Deposit:**
Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.
6. **Detail of deposit which are not in compliance with requirement of chapter V of the Act:**
Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 therefore the clause is not applicable.
7. **Reserves:**
The Company is not transferring any amounts to its reserves.
8. **Details in respect of frauds reported by auditors under sub section (12) of section 143 other than those which are reportable to the central Government:**
There are no such frauds reported by the Auditors under sub section (12) of section 143 of the companies Act.
9. **Statement on declaration given by Independent Directors:**
The provisions of appointment of independent directors are not applicable hence the statement of declaration is not required from independent directors.
10. **Change in nature of Business:**
There was no change in the nature of business of the Company during the financial year ended 31st March, 2025.
11. **Details in respect of adequacy of internal financial controls with reference to the Financial Statements:**
The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.
12. **Change in Directors/KMP:**
There is no Change in the composition of director by way of resignation and appointment during the year.
13. **Material changes and commitments:**
There are no materials changes and commitments affecting the financials positions of the company between the end of the financial year and the date of report.

14. Significant and Material Orders:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

15. WEB Link of Annual Return:

The Company doesn't have any website therefore it is not necessary to give web link of the annual return, in accordance with Section 134(3)(a) of the Companies Act, 2013.

16. Number of meetings of the Board of Directors:

The board met 05 (18th April 2024, 25th June 2024, 20th September 2024, 18th November 2024 and 06th January 2025) times during the financial year. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and as per Secretarial Standard-1.

17. Directors' Responsibility Statement as required under section 134(3)(c) of the Companies Act, 2013:

The Directors confirm that:

- (a) in the preparation of the annual accounts for the F.Y. 2024-25, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period.
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. Particulars of loans, guarantees or investments:

Your company has not made Loans, guarantees or investments covered under Section 186 of the Companies Act, 2013.

19. Particulars of contracts or arrangements with related parties:

The Company entered into some transaction not limited to Sale and Purchase of Goods with its Group Companies including Holding Company as per the provision of Section 188(1) of the Companies Act 2013. AOC-2 is attached as **Annexure A**.

However, MCA Notification dated 5th June, 2015 provides that, in relation to a private company, the entities specified in Section 2(76)(viii) of the Act, Group Companies i.e.,

- (A) A holding, subsidiary or an associates company of such Company or;
- (B) A subsidiary of a holding company to which it is also a subsidiary.

would not be considered as related parties for the purposes of Section 188. As a result of this relaxation, private companies shall not be required to obtain the approval of the board or the shareholders as the case may be, for the purpose of entering into a contract/arrangement with its Group Company.

The Notification also exempts private companies from the ambit of the second proviso to section 188(1). This exemption will permit members of the Company who is interested in such contract/ arrangement, to vote on the resolution for authorizing the related party transaction.

20. Statutory Auditors:

At the Annual General Meeting held on 13th June 2023 *M/s. SNR and Company, Chartered Accountants having Firm Registration No. 014401N* were re-appointed as statutory auditors of the company to hold the office from the conclusion of this annual general meeting till the conclusion of five annual general meeting to be held in 2028-2029.

21. Secretarial Auditor:

The provisions of secretarial audit are not applicable to the company.

22. Risk Management Policy:

The Company manages, monitors and reports on the principal risks and uncertainties that can impact on its ability to achieve its strategic objectives. Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks.

At present the company has not identified any element of risk which may threaten the existence of the company.

23. Corporate Social Responsibility (CSR) :

The provisions of CSR are not applicable to the company.

24. Auditors' Report:

The observation made in the Auditors' Report read together with relevant notes thereon are self-explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

25. Secretarial standard and its compliance:

During the financial year under review, the Company has complied with applicable Secretarial Standards specified by the Institute of Company Secretaries of India pursuant to Section 118 of the Companies Act, 2013.

26. Conservation of energy, technology absorption and foreign exchange earnings and outgo:

Since the Company is not engaged in industrial activity, the statutory details on conservation of energy and technology absorption as required u/s 134 of the Companies Act, 2013 are not applicable. There details of foreign exchange earnings and outgo for the period ended 31st March 2025 are given below:

Foreign Exchange Earnings	: 2516.05 Lakhs
Outgo	: 1.60 Lakhs

27. Particulars of employees:

A Statement containing the names of every employee employed throughout the financial year and in receipt of remuneration of Rs. 8.50 Lacs per month, or more, or employed for part of the year and in receipt of Rs. 1.02 Crore Per Annum or more, under Rule 5(2) of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, do not applicable to the company.

28. Insolvency And Bankruptcy Code 2016 Disclosure:

During the year under review Company has not filed any application for Insolvency under IBC Code 2016 nor any application has been filed against the Company by any other stakeholder.

29. Disclosure under the sexual harassment of Women at workplace:

We have specific processes policies and procedures for dealing with issues and concerns raised by our employees including to report and deal with sexual harassment cases at the workplace. The cases are heard and resolve by a committee constituted under the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act 2013. Following are the details of workplace sexual harassment complaint received and resolved:

S. No.	Workplace Sexual Harassment Complaint Received	FY 2024-2025
1	No. of complaints received under the Act.	Nil
2	No. of complaints disposed of during the year.	Nil
3	No. of cases pending for more than 90 days.	Nil

30. Constitution of Committees:

The Provision related to Constituted the Committees and Policies relating remuneration for director and Key Managerial Personal or other employees under Section 178 (1), 177 and Section, 177(10) read with rule 6 of Meeting of Board and its Powers are not applicable to the company.

31. One-time settlement and valuation done while taking loan from Banks and Financial Institutions:

During the year under review, there was no one-time settlement with any Bank or Financial Institution. Hence, no valuation was required to be undertaken.

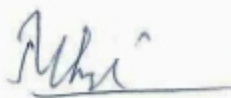
32. Maternity benefit provided by the company under Maternity Benefit Act' 1961:

The Company declares that it has duly complied with the provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the statutory benefits prescribed under the Act, including paid maternity leave, continuity of salary and service during the leave period, and post-maternity support such as nursing breaks and flexible return-to-work options, as applicable. The Company remains committed to fostering an inclusive and supportive work environment that upholds the rights and welfare of its women employees in accordance with applicable laws.

Acknowledgements:

We thank the co-operations and support given by the shareholders, the company's bankers and various government authorities during the year for their support and look forward to their continued support in the future.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
BAKER & TAYLOR IT SERVICES INDIA PRIVATE LIMITED**



MAHENDRA SINGH KOCHAR
DIRECTOR
DIN: 03486577



JAGDEEP SINGH KOCHAR
DIRECTOR
DIN: 05100625



Place: Delhi
Date: 08.09.2025

Form No. AOC-2

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

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

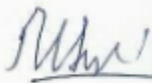
1. Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangement, or transaction entered during the year ended 31st March, 2025, which were not at arm's length basis.

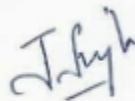
2. Details of material contracts or arrangement or transactions at arm's length basis

#	Name and Nature of related party		Nature of transactions /contracts / arrangements (Amount in Lakhs)		Duration of Transactions/ contracts/ arrangements	Salient terms	Date of approval of the board, if any	Amount
1.	Baker and Taylor LLC	Holding Co.	Sale of services	2516.05	-	-	Arm's length basis and the same were in the ordinary course of business.	-
2.	Baker and Taylor LLC	Holding Co.	Advance received against services	108.45	-	-		-
3.	Mr. Jagdeep Singh Kochar	Key management personnel	Director's Remuneration	76.50	-	-		-
4.	Mr. Jagdeep Singh Kochar	Key management personnel	Reimbursement of expenses incurred on behalf of Company	6.48	-	-		-

BAKER & TAYLOR IT SERVICES INDIA PRIVATE LIMITED



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DIRECTOR
DIN: 03486577

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Place: Delhi
Date: 08.09.2025