



**Orchasp Limited**  
CIN : L72200TG1994PLC017485

05<sup>th</sup> September 2024

Department of Corporate Services  
BSE Limited  
P.J.Towers, Fort  
Mumbai.400001.

Dear Sir

Sub : Submission of 30<sup>th</sup> Annual Report

Ref : Regulation 34(1) of SEBI(LODR) Regulations,2015

With reference to the above, we are herewith submitting our 30<sup>th</sup> Annual Report in compliance with Clause 34(1) of SEBI(LODR) Regulations,2015.

Kindly take the same on record and oblige.

Thanking You

Yours Faithfully

For Orchasp Limited

*P.Chandra Sekhar,*

P.Chandra Sekhar  
Managing Director & CFO  
DIN : 01647212.



Encl :a/a



# Orchasp Limited

---

**30<sup>TH</sup>**  
ANNUAL REPORT  
2024-2025



**Index**

<b>02</b>	Board of Directors
<b>03</b>	Platforms Showcase
<b>12</b>	IT Offerings
<b>17</b>	Chairman's Message
<b>19</b>	Notice
<b>29</b>	Board's Report
<b>43</b>	Corporate Governance Report
<b>56</b>	Management Discussion and Analysis
<b>67</b>	CG Compliance and Non-Disqualification Compliance MD, CFO,
<b>70</b>	Standalone Independent Auditor's Report
<b>81</b>	Standalone Financial Statements, Accounting Policies and Notes
<b>111</b>	Consolidated Independent Auditor's Report
<b>119</b>	Consolidated Financial Statements, Accounting Policies and Notes
<b>150</b>	Board of Orchasp Limited



# Board of **Directors**

## Non Independent Executive



**Mr. P. Chandra Sekhar**  
DIN 01647212

Committee Membership: **M**

## Non-Independent & Non Executive



**Mr. K. Koteswara Rao**  
DIN 06401491

Committee Membership: **M**

## Independent & Non Executive



**Ms. G. Ponnari**  
DIN 09075036

Committee Membership: **M M**



**Mr. V. S. Roop Kumar**  
DIN 05317482

Committee Membership: **C M**



**Mr. B.V.B Ravi Kishore**  
DIN 03271596

Committee Membership: **M C M C**



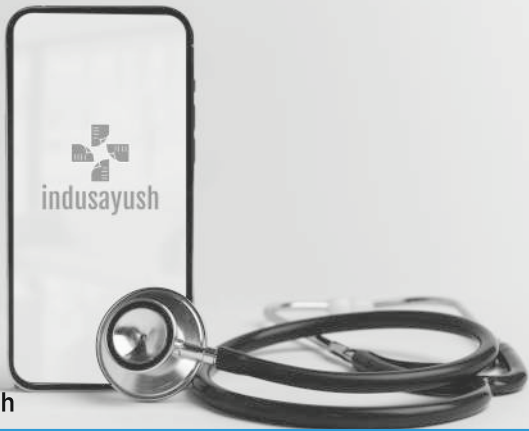
**Mr. B. Srinivasa Reddy**  
DIN 01384074

Committee Membership: **C M**

- Audit committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee

C - Chairman

M - Member



Indusayush



Induscargo



Induscare



Induscrafts

# [ Platforms ]



Indusmaster



Indusnetworx



Indusretail



Indusmatter



**The smartest  
way to secure  
your health  
records!**

## Features

### Secure

Store All Your Reports And Prescriptions In A Cloud Database!

### Family Health Records

Maintain Health Records Of Your Family Members Online

### Cloud Service

Access Your Reports And Records Anytime, Anywhere!

### Share

Share Reports With Your Doctors By Email Or Through The App - All It Takes Is A Few Seconds!

### 24x7x360 Support

Easily Access Your Electronic Health Records Any Time!

**Indusayush is the smartest solution that one can use to upload and maintain your personal health records online**



**Welcome to  
the future of  
logistics!**



**Business:**

Connecting small and medium fleet operators to customers

**Transport Vendor Scorecard:**

Connecting small and medium fleet operators to customers

**GPS:**

The Logistics site offers real-time mapping and on-time status reporting of cargo.

**Truckload Shipping:**

Connecting small and medium fleet operators to customers

**Online Booking:**

Integrated with the complete transportation management process, Induscargo eliminates time wasted in the entire transportation process.

**Our platform facilitates the SFOs and MFOs interaction with SME, MSME and domestic customers to achieve their goals**



# Complete Hospital Information Solution

Meant for enterprise solutions, aimed towards the speed of operations and smooth functions



## Registration

The first point of interaction for anybody coming to the hospital! Contains data about patients, doctors, departments and services offered.

## Investigation

provides details of all the investigations carried out for In-patients and Out-patients.

## Billing

provides detailed billing of In-patient and Out patient services.

## Ward Management

takes care of lab and drug requisitions, critical care readings, ICU orders and reviews of patients.

## Administration

Includes information about rooms, tariffs, critical care equipment, packages and administrative facilities.

## Pharmacy

Deals with the sales and issue of medicine to patients.

## Account

Includes financial setup, groups, ledgers, vouchers, trail balance, profit and loss accounts, balance sheet, journal report, cashbook, sales register, debit and credit notes.

## HRMS

Used for overall resource management, like employee details, payroll, and departments.

## Marketing

Takes care of reference doctors, corporate marketing and advertising

## Electronic Medical Records

- exclusively for granting privileges to the employees in the different departments

HMS by Orchasp Limited enables the customer to achieve greater productivity, reduce costs and even increase profitability! It also helps decision makers to be more proactive with market dynamics.

## Online Indian Handicrafts Store

Ethnic Indian handicrafts...  
from the hands of the  
maker to the collector



India's diverse art and culture finds distinctive expression in a wide range of handicrafts. Indycrafts provides a virtual platform for creative craftsmen of such artwork to directly connect with buyers around the world online. As an online store for Indian handicrafts we aim to empower local artists and craftsmen, globalize their reach, and provide buyers an experience of unique and exquisite art

## E-Learning Development and Services

E-learning for only segment  
Viz School/College/  
Corporate/Others



indusmasters

## Benefits of E-Learning for Businesses

### Lower Training Costs

With eLearning, you don't have to spend a fortune hosting seminars, renting hotel rooms, and covering travel expenses. You can simply develop an online course and share it with your employees.

### Wider Coverage

Distance learning has no barriers. You can train hundreds of employees in dozens of offices across the world in a uniform fashion. Employees don't need to spend time attending classroom lectures. All they need is a digital device and Internet access.

### Single Knowledge Base

All the learning material is stored in one place, i.e., an LMS. Employees can log in to the LMS

at a convenient time from any device, find the course they need, and refresh their memory.

### Faster Employee Development

Traditional training can be rather slow because it depends on the business trainers' working hours. An LMS is available anytime, making it possible for your employees to study whenever they feel like: when commuting, during their lunch break, or at home.

### Business Adaptability

E-Learning helps employees keep up with the company's rhythm and solve problems in real time. Need to introduce a new product to the sales team? Create a course and deliver it instantly to thousands of employees.

E-Learning continues to gain ground in the corporate sector. Businesses implement it to develop their staff, streamline their processes, and extend their reach.



**indusnetworx**

## Marketplace aggregation of B2B goods and services

In the business-to-business model, businesses and organizations exchange goods and services for bulk purchases.

1. Business buying is a complicated process
2. Rational buying
3. Complexity of products
4. Less number of buyers and probably more sellers
5. Fewer segmentation and needs
6. Building personal relationships
7. Long-term buying
8. Business-to-business (B2B) marketers need to focus on innovation
9. Looks & packaging do not matter
10. Branding and sub-branding

B2B (business-to-business), a type of electronic commerce (e-commerce), is the exchange of products, services or information between businesses, rather than between businesses and consumers (B2C). A B2B transaction is conducted between two companies, such as wholesalers and online retailers.





## Aggregation of Unorganised Retail

E-commerce is a Strategic lever that helps you to speed up your sales Cycle and Enhance your Customer Experience.

E-commerce is now an expected channel for consumers and businesses, and if it's correctly implemented, it can increase revenue, cut costs and improve efficiency. However, developing your online store is not a simple undertaking. There are many actors to take into account to ensure that your E-commerce portal doesn't just sell, but sells well.

### Organic Growth

Optimising your E-commerce product pages for search engine visibility drives leads to your website without costing you a cent. Improve your keyword-optimised page titles, headings, image alt text and web copy.

### Analyse and optimize

You can collect much more information about your customers online than you would in a physical store. Your sales and marketing teams can use this valuable data to measure the effectiveness of their strategies and determine the areas of improvement.

### Sell quicker

The more information you make available about your products on your E-commerce site, the easier it will be for a lead to make up

their mind and the quicker they will buy. You can also remain top of mind by remarketing to leads who have already visited your website through social platforms.

### Create opportunities to upsell

Online shopping makes it easier to upsell to existing customers. You already have their details and can provide them with value after they've checked out by staying in touch with newsletters, special promotions and exclusive subscriber discounts.

### Word of mouth

Turn satisfied customers into brand ambassadors by allowing reviews and ratings of your products or services on your E-commerce site. You can also use positive customer feedback on your social channels to attract leads.

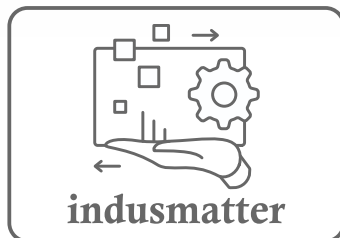
We build solutions that are E-commerce-optimised to enhance Efficiency and increase order size and frequency.

# Content Management System

A content management system (CMS) is an application that is used to manage content, allowing multiple contributors to create, edit and publish. Content in a CMS is typically stored in a database and displayed in a presentation layer based on a set of templates like a website.

The following are common features of a CMS:

- **Content creation**, allows users to easily create and format content
- **Content storage**, stores content in one place, in a consistent fashion
- **Workflows**, assigns permissions for managing content based on roles such as authors, editors and admins
- **Publishing**, organizes and pushes content live



## Benefits of a content management system

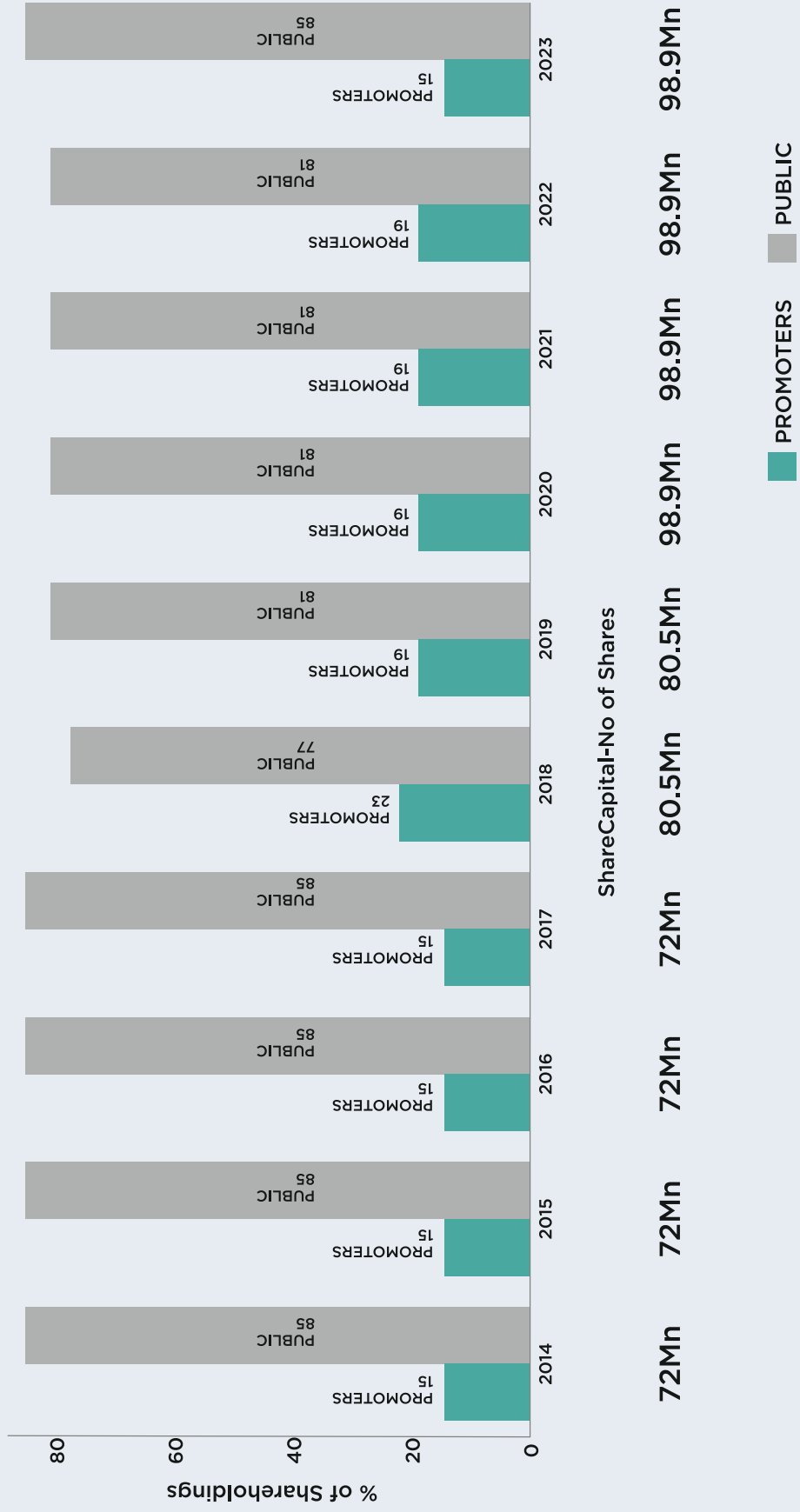
One major advantage of a CMS is its collaborative nature. Multiple users can log on and contribute, schedule or manage content to be published. Because the interface is usually browser-based, a CMS can be accessed from anywhere by any number of users. The second major advantage of a CMS is that it allows non-technical people who don't know programming languages to easily create and manage their own web content. The drag-and-drop editors of a typical content management platform allows users to enter text and upload images without needing to know any HTML or CSS (programming languages). When a company uses a CMS to publish its web pages, it reduces its reliance on front-end developers to make changes to the website, making it quicker and easier to publish new web pages.

# [ IT Offerings ]



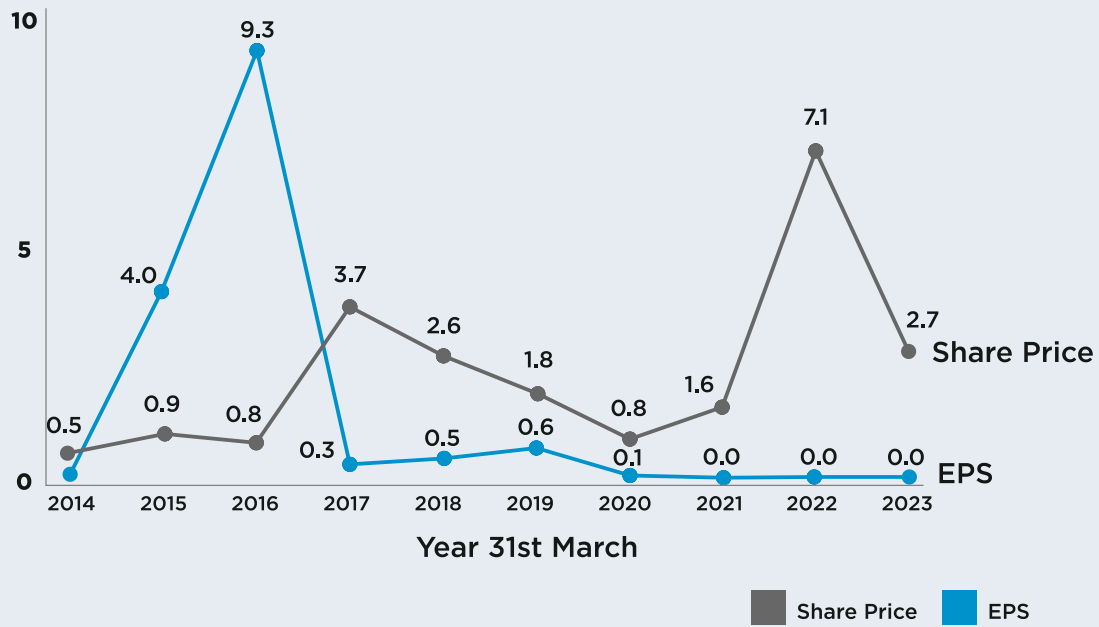
# Shareholding Pattern

X-Axis: Years  
Y-Axis: 20%

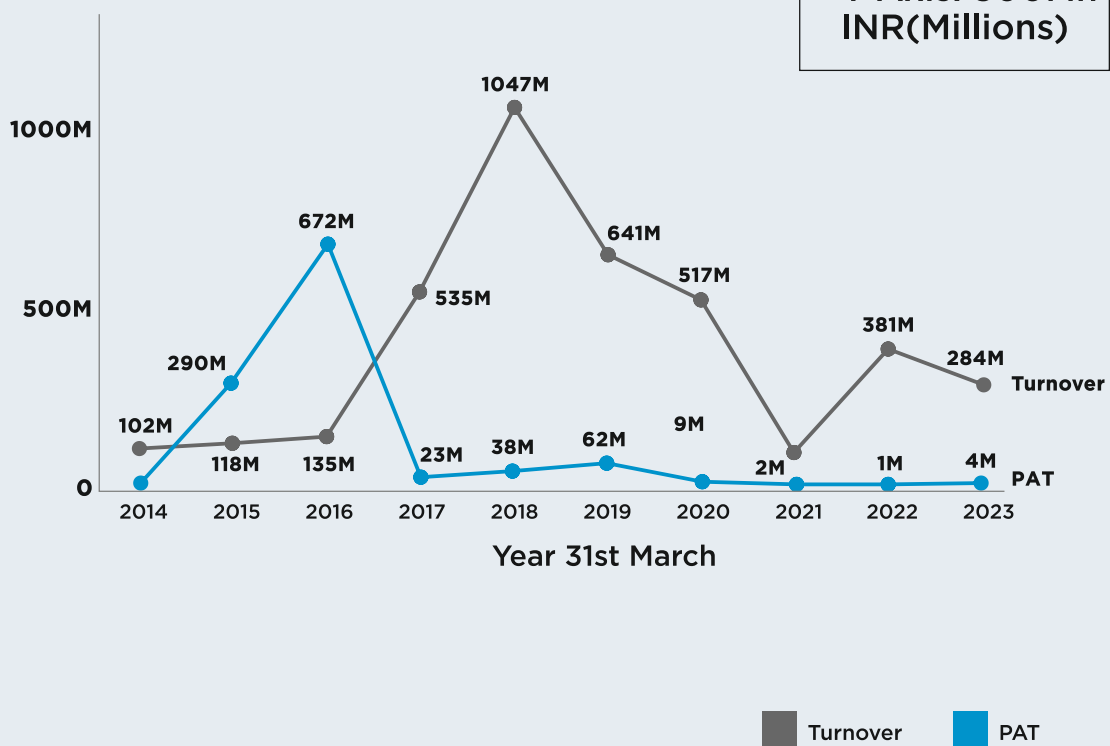




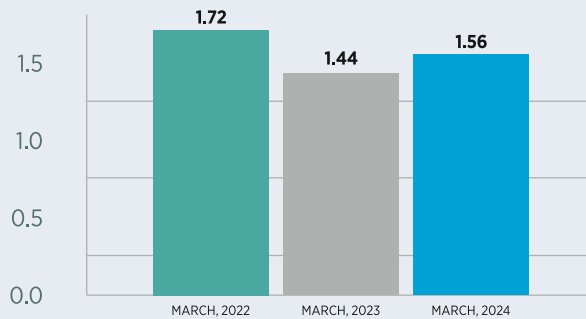
### EPS Vs Share Price



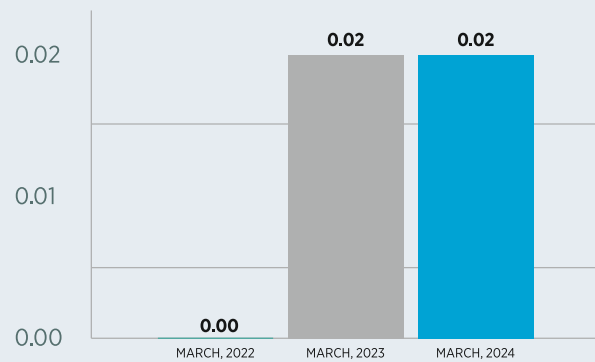
### PAT Vs Turnover



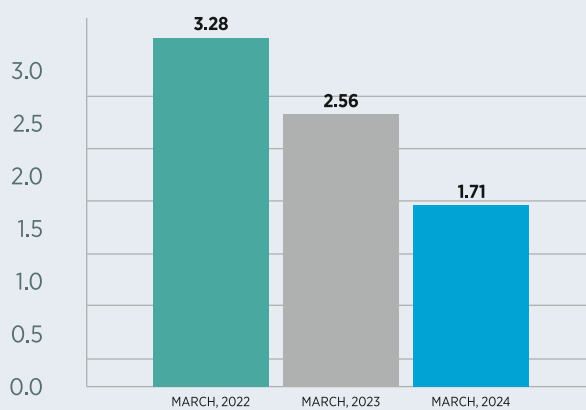
### Current Ratio



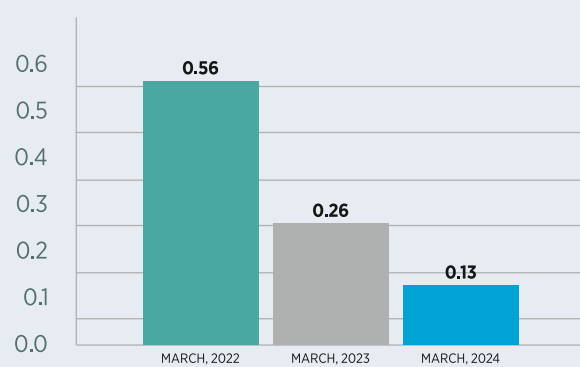
### Return on Equity Ratio



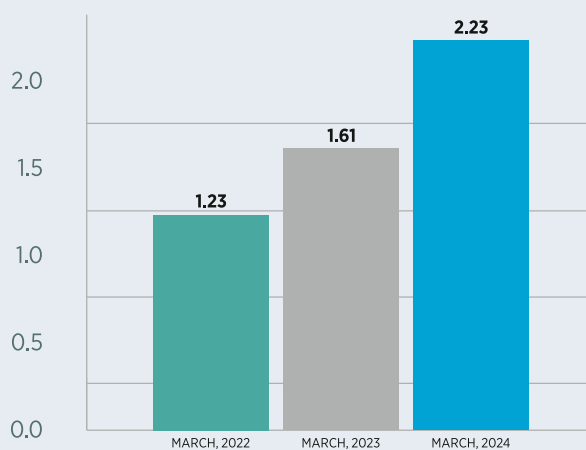
### Debt-Equity Ratio



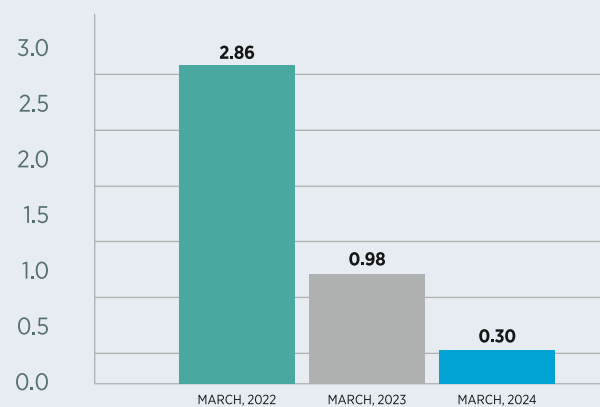
### Trade Receivables/Turnover Ratio



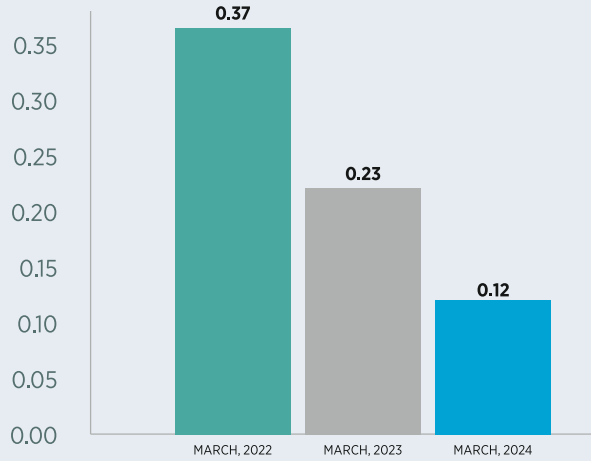
### Debt Service Coverage Ratio



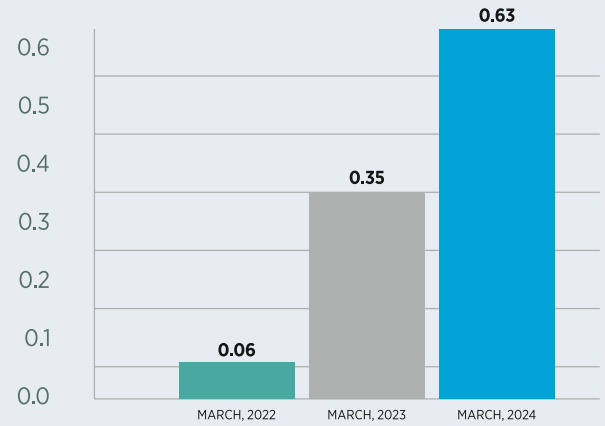
### Trade Payables/Turnover Ratio



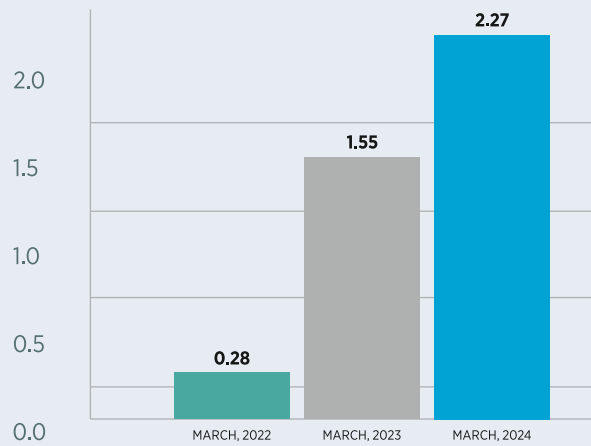
### Net Capital Turnover Ratio



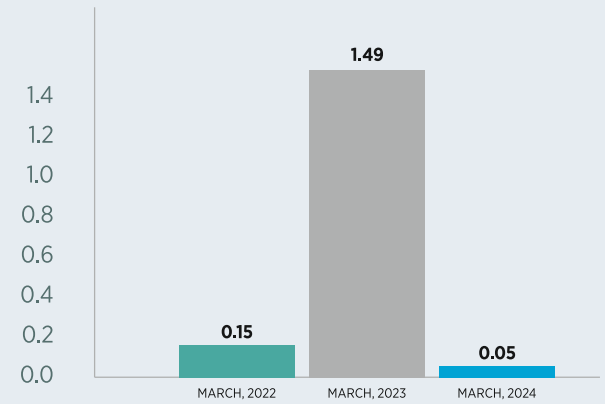
### Return On Capital Employed Ratio



### Return on Investment Ratio



### Net Profit Ratio



[17]

## Message from The Chairman & Managing Director



### Dear Members,

As we reflect on the fiscal year 2023-24, I am pleased to report that our company has demonstrated remarkable resilience amidst challenging environment. This year has been a testament to our unwavering commitment to excellence, innovation, and sustainability.

### Performance Highlights

Our financial performance has been robust in terms of profitability, which increased remarkably by 94 %, though there was a significant decrease in revenue by 44 %. We could not achieve a revenue growth due to

slower market conditions. Our net profit also saw an impressive rise reflecting our focus on operational efficiency and cost management.

### Challenges Faced

The year was not without its challenges. These challenges were particularly due to increasing manpower costs and availability of skilled manpower, which tested our agility and resilience. However, through strategic planning and decisive action, we were able to mitigate their impact and continue our growth trajectory. Our ability to adapt quickly and effectively to these challenges has strengthened our foundation for future success.

### People and Culture

Our people are our greatest asset, and their dedication and hard work have been instrumental in our success. We have continued to invest in our employees' development and well-being, fostering a culture of inclusivity, collaboration, and continuous learning. I am proud of the diverse and talented team we have built, and I am confident that they will continue to drive our growth in the years to come.



**Future Goals**

Looking ahead, we are committed to building on our successes and exploring new avenues for growth. Our strategic goals for the upcoming year include:

**Expanding Market Presence:**

We aim to enter new markets and strengthen our position in existing ones, leveraging our competitive advantages and innovative offerings.

**Enhancing Digital Capabilities:**

We will continue to invest in digital transformation initiatives to improve operational efficiency, customer experience, and data-driven decision-making.

**Fostering Innovation:**

We will prioritize research and development to bring new and improved platforms and services to market, ensuring we stay ahead of industry trends and meet customer needs.

**Investing in Our People:**

We will continue to support the growth and development of our employees, fostering a culture of innovation, collaboration, and inclusivity.

In closing, I would like to express my gratitude to our shareholders, customers, partners, and employees for their unwavering support and trust. Together, we have achieved remarkable milestones, and I am excited about the opportunities that lie ahead.

Thank you for your continued confidence in the company.

With warm regards & best wishes



P. Chandra Sekhar  
Chairman & Managing Director



# Notice

[20]

## Notice

**Notice is hereby given that the 30th Annual General Meeting of the Shareholders of Orchasp Limited will be held on 30th September 2024 at 10:30 a.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:**

### Ordinary Business

#### Item No 1 :

##### 1. To Adopt Audited Financial Statements

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

**RESOLVED THAT** to receive, consider and adopt the Audited Balance Sheet (Standalone & Consolidated) as at 31st March 2024, the Profit and Loss Account (Standalone & Consolidated) as at 31st March 2024, respectively together with Schedules and Notes attached thereto, along with the Report of the Board and Auditors thereon.

### Special Business

#### Item No. 2:

##### 2. To Appoint M/s JMT & Associates as Statutory Auditors for a period of five (05) years from the conclusion of the 30th Annual General Meeting, until the conclusion of the 31st Annual General Meeting.

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

**RESOLVED THAT** - pursuant to the Provisions of Section 139, 141 & 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, pursuant to the recommendations of the Audit committee, M/s. JMT & Associates, Chartered Accountants (Firm Registration No. 104167W) be and are hereby appointed as Statutory Auditors of the Company for a period of One (1) year to fill the Casual Vacancy caused by Resignation of M/S. P C N & Associates., Chartered Accountants (Firm Registration No. 016016S) to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the 31st Annual General Meeting to be held in the year 2025 at such remuneration and out of pocket expenses as may be decided by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such deeds & things including filing of requisite Documents/Forms with the Stock Exchange(s), Registrar of Companies, Hyderabad with such authorities as may be required in regard to the above Resolution.

#### Item No. 3:

##### 3. To Approve and confirm the Loan Agreement cum Memorandum of understanding of Apptest Corporation, USA.

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

**RESOLVED THAT** pursuant to the provisions of Sections 42, Section 62, and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the relevant Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2012, (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and other applicable regulations of Securities and Exchange Board of India (SEBI), if any, as may be applicable, other applicable rules, notifications, guidelines, regulations issued by various authorities, consent of the Members of the Company be and is hereby sought for the approval of the Loan Agreement cum Memorandum of understanding dated 23rd August 2024 for an amount of Rs. 10,07,11,523/- (Rupees Ten Crore Seven lakh Eleven Thousand Five Hundred and Twenty Three Only) with a right to convert the said dues of Apptest Corporation as on 31st March 2024, into equity shares of the Company.

**RESOLVED FURTHER THAT** Apptest Corporation USA, in lieu of its outstanding dues shall be entitled to exercise their right to convert its dues into equity shares in due compliance of the Companies Act 2013, SEBI (ICDR) Regulations 2012, SEBI (LODR) Regulations 2015, and other applicable laws if any.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board or any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modifications if any), entering into contracts, arrangements, agreements, documents and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate as and when Apptest Corporation, USA exercises its right to convert the dues of the company from time to time and take all other steps which may be incidental, thereto.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

#### Item No. 4:

#### 4. To Re-appoint Mr. Koteswara Rao Kanamarlapudi (DIN: 06401491) as Non-Executive Director of the Company.

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

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule V to the Act, consent of the Members be and is hereby accorded to the appointment of Mr. Koteswara Rao Kanamarlapudi (DIN: 06401491) as Non-Executive Director on Board of the Company in respect of whom, the Company has received a notice in writing proposing his candidature for the office of Director, for a tenure of three years from the conclusion of the 30th Annual General Meeting of the Company, whose office is liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

#### Item No. 5:

#### 5. To Re-appoint Mr.B.V.B. Ravi Kishore (DIN: 03271596) as an Independent Director of the Company.

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

**RESOLVED THAT** pursuant to the provisions of Sections 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and any Rules made thereunder read with Schedule IV of the Act, Mr.B.V.B.Ravi Kishore (DIN : 03271596) who was appointed as an additional director of the company w.e.f 28th June 2021 and subsequently as a Non-Executive and Non Independent Director on the 24th September 2021 for a period of three years and further changed the designation to an independent director with effect from 14th December 2021, being eligible for appointment in respect of whom the company has received notice in writing from the member proposing his candidature for the office of director be and is hereby appointed as an Independent Director of the company for a tenure of Five Years, pursuant to the provisions of Section 149(4), 149(6) and 152 of the Companies Act 2013 by the Board of Directors with effect from the conclusion of the 30th Annual General Meeting, in terms of section 161(1) of the companies act 2013 and the Articles of Association of the Company."

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

By Order of the Board of Directors of  
Orchasp Limited

*P. Chandra Sekhar*

P. Chandra Sekhar  
Chairman, Managing Director & CFO  
DIN: 0164721

Place: Hyderabad  
Date: 05-09-2024

[22]

**Notes:**

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 January 13, 2021, December 8, 2021, December 14, 2021 and 02/2022 dated May 5, 2022 respectively (“MCA Circulars”), allowed companies whose AGMs were due to be held in the year 2022 to conduct their AGMs on or before December 31, 2022, in accordance with the requirements provided inter-alia in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 5, 2020. Accordingly, the AGM of the Company is being held through VC/OAVM. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at 19 & 20 Moti Valley, Trimulgherry, Secunderabad.
2. In compliance with the aforesaid Circulars, Notice of the AGM along with the Integrated Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories as on **30-08-2022**. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company’s website [www.orchasp.com.com](http://www.orchasp.com.com), websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL i.e., [www.evotingindia.com](http://www.evotingindia.com).
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (“the Act”).
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (“Listing Regulations”) (as amended), and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by CDSL.
5. Pursuant to aforesaid MCA Circulars, the facility for appointment of proxies by the Members will not be available. Since the AGM will be held through VC/OAVM, route map, proxy form and attendance slip are not annexed to the Notice.
6. The Explanatory Statement as required under Section 102 of the Act, is annexed hereto. Further, additional information, inter-alia, pursuant to Regulation 26(4) and 36 of the Listing Regulations, in respect of Directors seeking appointment/re-appointment at the AGM, forms part of the Notice and/or Annual Report
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. The register of beneficial owners’ registers of members and share transfer books of the Company will remain closed from **24th September 2024 to 30th September 2024** (both days inclusive).
10. Members are requested to notify immediately, of any change in their address, to the Company in case their shares are held in dematerialized form; this information should be passed on so that the updated information as required can be made available at the meeting.
11. Members holding shares in physical form are requested to de-materialize the shares in electronic form to facilitate faster transfer and avoid rejections for bad deliveries. The Original Share Certificates be sent to Aarthi Consultants (P) Ltd, 1-2-285, Domalguda, Hyderabad-500029.
12. Members seeking any information or clarifications on the Annual Report are requested to send in their written queries to the company at least one week before the meeting to enable the company to compile the information and provide replies at the meeting.
13. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the depository through their concerned Depository Participants.



Members who hold shares in physical form are requested to send their e-mail address to the following:

1. [secretarial@orchasp.com](mailto:secretarial@orchasp.com)

2. [info@arthiconsultants.com](mailto:info@arthiconsultants.com)

Members may also note that the aforesaid documents are available for download from the company's website:

[www.orchasp.com](http://www.orchasp.com)

1. Voting through electronic means - instructions for shareholders for remote e-voting are as under:

i. The voting period begins on **27-09-2024 at 10.00 am** and ends on **29-09-2024 at 5.00 pm**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **20th September 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

iv. Click on "Shareholders" module.

v. 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.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://web.cdslindia.com/myeasi/home/login> using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

vi. Next enter the Image Verification as displayed and Click on Login

vii. 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.

viii. If you are a first time user follow the steps given below:

#### For Shareholders holding shares in Demat Form and Physical Form

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 OR 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 as mentioned in instruction (v).</li> </ul>

ix. After entering these details appropriately, click on "SUBMIT" tab.

x. 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.

xi. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

xiii. 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.

xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xv. 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,

[24]

click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. 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.
- xix. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience

Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **seven (7) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the GM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**xx. Note for Non - Individual Shareholders and Custodians.**

- 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;

[secretarial@orchasp.com](mailto:secretarial@orchasp.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542). All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

By Order of the Board of Directors of  
Orchasp Limited

*P. Chandra Sekhar*

P. Chandra Sekhar  
Chairman, Managing Director & CFO  
DIN: 0164721

Place: Hyderabad  
Date: 05-09-2024

[26]

**SEPTEMBER****2024**

SUN	MON	TUE	WED	THU	FRI	SAT
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30					

**20th September 2024 - Record Date****27th September - 10.00 AM to 29th September - 5.00 PM - Evoting****24th September to 30th September 2024 - Book closure****30th September 2024 @ 10.30 AM - AGM**

Registered & Corporate Office:  
ORCHASP LIMITED

CIN: L72200TG1994PLC017485

Regd. & Corp. Office: Plot No. 19 & 20, Moti Valley, Tirumalghery,  
Secunderabad - 500 015, Telangana State, India.

Tel :+91 40 47766123 / 24, Fax: +91 40 47766143

Email: info@orchasp.com Website: www.orchasp.com

## **STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013.**

### **Item No 2: To Appoint M/s JMT & Associates as Statutory Auditors for a period of five (05) years from the conclusion of the 30th Annual General Meeting, until the conclusion of the 35th Annual General Meeting.**

The Members of the Company at the Annual General Meeting (“AGM”) held on 24th September, 2021, had approved the appointment of M/s PCN and Associates, Chartered Accountants, (Firm Registration Number: 016016S), as the Statutory Auditors of the Company to hold office from the conclusion of the 27th AGM till the conclusion of the 32nd AGM. M/s PCN and Associates., vide their letter dated 21st May 2024 have tendered their resignation as the Statutory Auditors of the Company due to regulatory action taken on them-, in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, resulting into a casual vacancy in the office of the Statutory Auditors of the Company. Pursuant to Section 139(8) of the Companies Act, 2013 (“the Act”), the Board of Directors of the Company, on the recommendation of the Audit Committee at its meeting held on 10th June, 2024 accepted resignation of M/s PCN and Associates., and after obtaining the consent under Section 139(1) of the Act, appointed M/s. JMT & Associates, Chartered Accountants, (Firm Registration Number: 104167W), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s PCN and Associates with effect from 21st May, 2024 till the conclusion of this 30th AGM, subject to the approval and ratification by the Members at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors. M/s JMT and Associates, Chartered Accountants is a well-known firm of Chartered Accountants office situated at Mumbai.

The firm also holds a valid Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The Board of Directors of the Company on the recommendation of the Audit Committee also recommend the appointment of M/s JMT and Associates as the Statutory Auditors of the Company to hold office for a period of 1 year, from the conclusion of this 30th AGM, till the conclusion of the 31st AGM of the Company, subject to the approval of the Members at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors. The Company has received the consent letter and eligibility certificate from M/s JMT and Associates, to act as the Statutory Auditors of the Company in place of M/s PCN and Associates along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Act.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 2 of the Notice

The Board accordingly recommends the ordinary resolutions set out at Item No.2 of this notice for approval of the Members.

### **Item No 3: To Approve and confirm the Loan Agreement cum Memorandum of understanding with Apptest Corporation, USA**

Apptest Corporation having its registered and corporate office at 12, Caleb Lane, Princeton, New Jersey, USA. has provided manpower Services to Orchasp during the period 2022-23 and 2023-24 . Orchasp has utilised these services to meet requirements of its customers.

An amount of Rs.10,07,11,523/- (Rupees Ten Crore Seven lakh Eleven Thousand Five Hundred and Twenty Three Only) is due from Orchasp to Apptest Corporation, USA.

In order to mitigate cash flow deficiencies, Orchasp has approached Apptest with an option to convert their dues into equity.

Apptest Corporation, USA has entered into a Loan Agreement cum Memorandum of understanding dated 23rd August 2024 and the board of directors in their meeting held on 05-09-2024 have considered and approved the said transaction as a related party transaction and informed to the stock exchange accordingly.

In due performance of the Loan Agreement cum Memorandum of understanding, Apptest Corporation, have got a right to convert the said liability into equity share capital of the company as per the provision of SEBI (LODR) Regulations 2015 and SEBI (ICDR) Regulations and Companies Act 2013, as one of the terms of the Loan Agreement cum Memorandum of understanding and hence the approval of the members is sought in this regard.

The approval of Loan Agreement cum Memorandum of understanding is in pursuit of the provisions of Sections 42 and 62 of the Companies Act, 2013 read with the rules framed thereunder and SEBI (ICDR) Regulations, by way of a Special Resolution. The Board, therefore, recommends the above-mentioned resolution to be passed as a Special Resolution.



[28]

The Loan Agreement cum Memorandum of understanding is made available for inspection to the members of the company on any working day during office hours between 10.00 am to 3.00 pm.

Mr. P.Chandra Sekhar, MD & CFO is interested directly or indirectly in the above company as a director of a company owned by the promoter of Apptest Corporation. Except Mr. P Chandra Sekhar, none of the other Directors and/or Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are not in any way concerned or interested financially or otherwise in the proposed Resolution.

The resolution as set out in item No. 3 of this Notice is accordingly recommended for your approval.

#### **Item No 4: Details of the Director seeking re-appointment at the 30th Annual General Meeting**

Details of the Director seeking re-appointment at the 30th Annual General Meeting

Name of the Director	Mr.Kanamarpudi Koteswara Rao
Director Identification Number	06401491
Educational Qualification	Chartered Accountant
Expertise in specific functional area	Presently engaged in Construction and Trading Activities in Qatar.
Date of Birth	01/11/1948
Number of Companies in which Directorship is held as of 31st March 2024.	1
Chairman/Member of the Committees of the Board of other Companies in which is a director as of 31st March 2024.	NIL

The resolution as set out in item No. 4 of this Notice is accordingly recommended for your approval

#### **Item No 5: Details of the Director seeking re-appointment at the 30th Annual General Meeting**

Name of the Director	Mr.B.V.B.Ravi Kishore
Director Identification Number	03271596
Educational Qualification	B.Sc, P.G.D.C.A
Expertise in specific functional area	Information Technology
Date of Birth	29-04-1968
Number of Companies in which Directorship is held as of 31st March 2024.	1
Chairman/Member of the Committees of the Board of other Companies in which is a director as of 31st March 2024.	NIL

The resolution as set out in item No. 5 of this Notice is accordingly recommended for your approval

By Order of the Board of Directors of  
Orchasp Limited

*P. Chandra Sekhar*

P. Chandra Sekhar  
Chairman, Managing Director & CFO  
DIN: 0164721

Place: Hyderabad  
Date: 05-09-2024



# **Board's Report**

[30]

**Dear Members****Greetings!!**

We herewith present the report on our business and operations for the year ended 31st March 2024.

**1. Financial Results.**

The Company's financial performance for the year under review along with previous year's figures is given hereunder:

Particulars	Standalone		Consolidated	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
	INR In Lakhs	INR In Lakhs	INR In Lakhs	INR In Lakhs
Income From Operations	1,324.58	2,345.58	1,324.58	2,345.58
Other Income	80.01	492.09	80.01	492.09
Total Income	1,404.54	2,837.67	1,404.54	2,837.67
Profit Before Tax	81.81	47.72	81.89	47.72
Profit After Tax	67.95	35.05	67.95	35.05
Proposed Dividend	-	-	-	-
Transfers to General Reserve	-	-	-	-
Earning per Share (Basic)	0.03	0.03	0.03	0.03
Earning per Share (Diluted)	0.03	0.03	0.03	0.03

## Financial highlights.

### Revenues-Standalone

Revenue for the year ended 31st March 2024 stands at Rs.1324.53 lakhs as compared to 2345.58 lakhs the same period last year. The Company's revenues declined by about 44 % over the previous year.

### Revenues-Consolidated

There is no contribution of revenues from the wholly owned subsidiaries as these companies were not operational north in US and Portugal. Hence on account of consolidation, there are no additional revenues.

### Profits- Standalone

The Company had earned a net profit 80.01 lakhs (before tax) as against a net profit Rs. 47.72 Lakhs (before tax) in the previous year

## Profits-Consolidated

Particulars	Cybermate Infotek Ltd. Inc		Cybermate International, Unipessoal, LDA	
	US Subsidiary		Portuguese Subsidiary	
	INR In Lakhs	INR In Lakhs	INR In Lakhs	INR In Lakhs
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Total income	-	-	-	-
Profit before tax	-	-	-	-

### Capital Expenditure on Tangible Assets-Standalone.

During the year, additions to fixed assets were marginal, similar to the previous year.

[ 32 ]

## 2. Dividend.

No Dividend is being proposed for the current financial year to conserve resources.

## 3. Subsidiaries, Joint Ventures and Associate Companies.

During the year the Subsidiary companies could not continue commence operations.

Statement pursuant to Section 129 Subsection (3)(i) of the Companies Act 2013, read with Rule 5 of Companies Accounts Rules, 2014 relating to financial statements of subsidiary companies as formatted in AOC-1 form has been attached as **Annexure- 1** to this report.

## 4. Remuneration Policy.

Your Directors have on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management Personnel and their remuneration in accordance with Section 197 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) for the time being in force).

The salient aspects covered in the Nomination and Remuneration Policy have been outlined in the Corporate Governance Report which forms part of this report.

The remuneration paid to your Directors and Managerial Personnel is in accordance with the Nomination and Remuneration Policy thus formulated.

The information required under Section 197 (12) of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure - II**.

## 5. Declaration by Independent Directors.

Pursuant to sub section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, all the Independent Directors of your Company have given declaration that they have met the criteria of independence as required under the Act and the regulations.

## 6. Formal Annual Evaluation of Performance of the Board and its Committees.

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the board evaluation framework.

The framework includes evaluation of directors on parameters such as

- Peer Evaluation
- Decision Making
- Analysis of Information
- Board Dynamics & Relationships
- Corporate Strategy
- Participation at Board Committees

The Companies Act 2013 states that a formal evaluation needs to be made by the board of its own performance and that of its committees and individual directors. **Schedule IV** to the Companies Act States that the performance evaluation of independent directors shall be done by the entire board of directors excluding the director being evaluated.

The evaluation process has been explained in Corporate Governance Report.

## 7. Board Committees.

Detailed composition of the mandatory Board committees namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Grievances' Committee, number of meetings held during the year under review and other related details are set out in the Corporate Governance Report which forms a part of this Report.

### Audit Committee

Name of the Member	Designation
Mr. V.S. Roop Kumar	Chairman
Ms. G . Ponnari	Member
Mr. B.V.B. Ravi kishore	Member

### Nomination and Remuneration Committee

Name of the Member	Designation
Mr. B.V.B. Ravi kishore	Chairman
Mr. B. Srinivasa Reddy	Member
Mr. V.S. Roop Kumar	Member

### Stakeholders Relationship Committee

Name of the member	Designation
Mr. B. Srinivasa Reddy	Chairman
Mr. K . Koteswara Rao	Member
Mr. B.V.B. Ravi Kishore	Member

### Corporate Social Responsibility Committee

Name of the member	Designation
Mr. B.V.B. Ravi Kishore	Chairman
Mr. P. Chandra Sekhar	Member
Ms. G. Ponnari	Member

## 8. Deposits.

The Company has neither accepted nor renewed any deposits during the year under review. There are no outstanding deposits.



## 9. Particulars of Loans, Guarantees or Investments Made under Section 186 of the Companies Act, 2013.

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review.

## 10. Disclosures under Sexual Harassment of Women at Workplace.

In accordance with the provisions of the Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company is required to have an Anti- sexual harassment policy through which an Internal Complaints Committee is constituted. The said committee meets at regular intervals to redress any complaints received by the committee in these lines and after due deliberation aims at disposing off the complaints. However, there has been no such complaint filed within the company till date.

## 11. Significant and Material Orders Passed by the Regulators or Court.

During the year under review there are no material adverse orders passed by regulators or court

## 12. Material changes and commitments, if any affecting the financial position of the company occurred between the end of the financial year to which these financial statements relate and the date of the report.

There are no significant events which are affecting the financial position of the company subsequent to the balance sheet date.

The maturity date of 1 % Unsecured, FCCBs issued in 2018 due for maturity on the 09th July 2023 have been extended for a further period of one year i.e., up to 08th July 2024.

## 13. Particulars of Contracts or Arrangements made with Related Parties.

All Contracts/arrangements/transactions entered by the company during the financial year 2023-24 with related parties were in the ordinary course of business and on an arm's length basis.

In this regard, we draw your attention to Note 31 containing a Statement Pursuant to Clause (h) of sub section 134 of the companies Act 2013, and Rule 8(2) of the Companies (Accounts) Rules, 2014, to the financial statements which sets out related party disclosures.

## 14. Number of Board meetings conducted during the year under review.

The directors of the company have met Eight (8) times during the financial year under review for the purposes of discussing the affairs of the company and its business, the details of which are listed below:

S.No	Date of Meeting	Time	Place	Meeting No.	For the Quarter
1.	26-05-2023	11:00 Am	Regd & Corp Off	01/2023-24	Apr-Jun
2.	10-06-2023	11:00 Am	Regd & Corp Off	02/2023-24	Apr-Jun
3.	0607-2023	11:00 Am	Regd & Corp Off	03/2023-24	Jul-Sep
4.	10-08-2023	11:00 Am	Regd & Corp Off	04/2023-24	Jul-Sep
5.	30-08-2023	11:00 Am	Regd & Corp Off	05/2023-24	Jul-Sep
6.	20-10-2023	11:00 Am	Regd & Corp Off	06/2023-24	Oct-Dec
7.	14-11-2023	11:00 Am	Regd & Corp Off	07/2023-24	Oct-Dec
8.	13-02-2024	11:00 Am	Regd & Corp Off	08/2023-24	Jan-Mar

## 15. Vigil Mechanism

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company. The company has also set out a whistle blower policy in terms of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, so as to ensure that the business is conducted with integrity and the company's financial information is accurate.

The Policy on Vigil Mechanism and whistle blower policy may be accessed on the company's website.

[34]

## 16. Training of independent directors

Whenever, new Non-executive and Independent Directors are inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, Board procedures, our major risks and management strategy.

## 17. Directors Responsibility Statement

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act 2013 with respect to Directors Responsibility Statement, it is hereby confirmed.

- i. That in the preparation of the Annual Accounts for the financial year ended March 31, 2024 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit and loss of the Company for that period.
- iii. That the Directors had taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the Directors had prepared the accounts for the financial year ended March 31, 2024 on a 'going concern' basis.
- v. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively
- vi. That systems to ensure compliance with the provision of all applicable laws were in place and were adequate and operating effectively.

## 18. Extract of Annual Return

Form **MGT 9** containing details, forming part of the extract of the Annual return is disclosed on the website of the company at [www.orchasp.com/investors](http://www.orchasp.com/investors). [pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014].

## 19. Statement concerning development and implementation of Risk Management Policy of the company.

The Risk Management framework is not applicable to the Company as per the statute for the current period.

## 20. Details of Policy developed and implemented by the company on its Corporate Social Responsibility initiatives.

Pursuant to Section 135 of the Companies Act, 2013 every Company having

- Net worth of rupees five hundred crore or more, or
- Turnover of rupees one thousand crore or more or
- Net profit of rupees five crore or more

during any financial year, shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.

During the financial year 2018-19, on the basis of the Net Profit earned, the company qualified for Corporate Social Responsibility initiatives. The company has constituted a committee for the same (as provided under "Board's Committee" - Point No. 9). The company shall plan and implement the CSR activities in due course.

## 21. Transfer of Unclaimed Dividend to Investor Protection Fund.

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

## 22. Adequacy of Internal Financial Controls

The Company has established and is maintaining internal controls and procedures. The Board of Directors have evaluated the effectiveness of the Company's internal controls and procedures and confirm that they are adequate based on the size and the nature of its business.

## 23. Internal Audit

The Company has a well-established system of Internal Audit which carries out audit on Risk Management framework covering all the functions.

## 24. Auditors and Auditors report

### Statutory Auditors

M/s P C N & Associates have been appointed as statutory auditors from the conclusion of the 27th Annual General meeting for a period of five (5) years. This is the third year of their term of office.

Subsequent to the balance sheet date M/s P.C.N. Associates have tendered their resignation on 21st May 2024 from the office of statutory auditors of the company causing a casual vacancy.

On the 10th June 2024, the Board of Directors have appointed M/S JMT & Associated as Statutory Auditors of the company in the casual vacancy caused by Resignation of M/s PCN & Associates, to hold office with conclusion of the 30th AGM.

### Secretarial Auditor

The Board has appointed Ms.T.Durga Pallavi, Practising Company Secretary, Hyderabad to conduct Secretarial Audit for the financial year 2023-24. The Secretarial Audit report as issued by Ms.T.Durga Pallavi for the financial year ended March 31, 2024 is annexed herewith in **Annexure-III**.

### 25. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo.

The detailed information as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished under **Annexure IV** as attached to this report.

### 26. Corporate Governance

Pursuant to Regulation 27 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, a separate report on corporate governance has been included in this Annual Report in **Annexure -V** together with a certificate from the Practising Company Secretary regarding compliance of conditions of Corporate Governance.

All Board members and senior management personnel have affirmed compliance with the Code of Conduct for the year 2023-24. A declaration to this effect signed by the Managing Director of the Company is contained in this Annual Report.

### 27. Management Discussion and Analysis

Management Discussion and Analysis Report forms a part of the Annual Report - **Annexure -VI**

### 28. Explanation or comments on emphasis of matters or qualifications or reservations or adverse remarks or disclaimers made by the auditors and the practicing company secretary in their reports.

The Auditors report have issued a modified opinion in respect of

- (a) Portuguese Subsidiary : Continuance of the carrying value of investments whether any provision for impairment in the value of investments is required

We are considering transferring the investment to another subsidiary and rectifying the non-compliance. We have been informed that we can remit the Statutory due and then transfer the investment to another subsidiary We are working on clearing the statutory due in the ensuing period and are likely to report improved situation in the next quarter.

- b. Non- payment of statutory dues for the period ending March 31, 2024.

We clarify that we have reconciled our dues pertaining to Employees Provident Fund . We shall remit the dues in the present quarter and regularize

- c. Non-Receipt of trade receivables and payables due for more than 6 months.

We are of the opinion that the delays have been caused due to adverse conditions prevailing in the business and financial markets. We have extended our timelines by another six months for realizing of debtors due to adverse market conditions.

### 29. Shares

#### Buy back of Securities.

The Company has not bought back any of its securities during the financial year under review.

#### Sweat Equity

The Company has not issued any Sweat Equity Shares during the financial year under review.

#### Bonus Shares

No Bonus Shares were issued during the financial year under review.

#### Employees Stock Option Plan

The Company has not provided for any Stock Options to its employees during the financial year under review.

### 30. Disclosures

We are attaching Certification of Corporate Governance - **Annexure-VII** and Certification of Non-Disqualification of Directors - **Annexure-VIII** and Certification of MD and CFO as **Annexure-IX**.

### 31. Acknowledgement

Your directors place on records their sincere thanks to their employees, bankers, business associates, consultants, Legal Advisors and various government authorities for their continued support extended to your Company's activities during the financial year under review. Your directors also acknowledge gratefully for your support and for the confidence reposed on this Company.

By Order of the Board of Directors of  
Orchasp Limited

*P. Chandra Sekhar*

P. Chandra Sekhar  
Chairman, MD & CFO  
DIN: 01647212

Place: Hyderabad  
Date: 05-09-2024

[36]

## Annexure - I

### Financial Statements of Subsidiaries

(Statement pursuant to Section 129 Subsection (3)(I) of the Companies Act 2013, read with Rule 5 of Companies Accounts Rules, 2014 relating to financial statements of subsidiary companies)

AOC-1		
(in'INR)		
Name of the Subsidiary	Cybermate Infotek Limited Inc.	Cybermate International, Unipessoal, LDA
Financial Year ended	31st December 2023	31st December 2023
Exchange Rate	1 USD =83.1913 INR	1 EUR = 91.8346 INR
Share Capital- Rs.	2,17,500	6825,00,000
Reserves & Surplus-Rs.	-	-
Total Assets-Rs.	2,17,500	6825,00,000
Total Liabilities-Rs.	2,17,500	6825,00,000
Turnover-Rs.	-	-
Profit/Loss-Rs.	-	-
% of Shareholding	100%	100%

### Notes

1. Cybermate Infotek Limited Inc : The company is considering incorporating a new company and closing the existing company on account of operational challenges in seeking business for the existing company due to NIL Operations for a prolonged period.
2. Cybermate International, Unipessoal, LDA. The company is in the process of transferring the investment into a new company and the process of setting up a new company is underway

## Annexure - II

Particulars of Employees information as per Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Information Pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014		
1	Ratio of the remuneration of each director to the median remuneration of the employees of the company excluding Managing Director for the financial year	Please refer to <b>Annexure-II A</b> to this Report for details.
2	The percentage increase in remuneration of each director, chief financial officer, chief executive officer, company secretary or manager, if any, in the financial year.	Please refer to <b>Annexure II B</b> to this Report for details.
3	The percentage increase / (decrease) in the median remuneration of employees.	The percentage decrease in the median remuneration in the financial year 2019-20 of employees on India Payroll was ( -16.5%)
4	The number of permanent employees on the rolls of the company.	40

5	Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and pointout if there are any exceptional circumstances for increase in managerial remuneration	Average percentage increase made in the salaries of the employees other than the managerial personnel in the last financial year is Nil % for India based employees.
6	The key parameters for any variable component of remuneration availed by the Directors	Variable Component of Compensation for Directors would be on the basis of the recommendations of Nomination and Remuneration Committee.
7	Affirmation that the remuneration is as per the remuneration policy of the company	The remuneration to employees of the Company is as per the remuneration policy of the Company

## Annexure - II A

Sr. No	Name of the Director	Ratio of remuneration of each director to the median remuneration of the employees of the Company
1	Mr.P Chandra Sekhar	0.90%
2	Mr.K S Shiva Kumar	0.80%

Notes:

- Median remuneration of the employees is calculated on the basis of remuneration details of permanent employees on India payroll excluding Managing Director/s.
- Mr.K.S.Shiva Kumar vacated office of Executive Director with effect from 01-10-2023

## Annexure - II B

Sr. No	Name of the Director/ Key Managerial Personnel	Designation of the Director/ Key Managerial Personnel	% Increase in the Remuneration
1	Mr.P Chandra Sekhar	Managing Director & CFO	Nil
2 #	Mr.K S Shiva Kumar	Director - Operations	Nil #

# Mr.K.S.Shiva Kumar vacated office of Executive Director with effect from 01-10-2023

### Remuneration Policy

The Remuneration Policy of the Company is designed in a way that attracts talent, motivate in order to retain manpower and to improve productivity by creating a cohesive work force, encouraging initiatives, personal growth and teamwork, and inculcating a sense of belongingness and nurtures the willingness to involve in the providing the best of their abilities, besides offering appropriate remuneration packages and superannuation benefits. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

The Nomination & Remuneration Committee (NRC) determines individual remuneration packages for Directors, KMPs and senior Officials of the Company taking into account, factors it deems relevant, including but not limited to market, business performance and practices in comparable Companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines. NRC consults the Chairman of the Board as it deems appropriate. Remuneration of the Chairman is recommended by NRC to the Board of the Company.



[ 38 ]

**Applicable:**

This Remuneration Policy applies to the whole of the Company including directors, senior management including its Key Managerial Personnel (KMP) and other employees of the Company.

**Guiding principle:**

The guiding principle is that the remuneration and the other terms of employment should effectively help in attracting and retaining committed and competent personnel. While designing remuneration packages, industry practices and cost of living are also taken into consideration.

**Statutory Requirements:**

- Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven percent (11%) of the net profits of the Company.
- Section 197(5) of the Companies Act, 2013 provides for remuneration by way of sitting fee to a director for attending meetings of the Board of Directors and Committee meetings or for any other purpose as may be decided by the Board.
- The Company with the approval of the Shareholders and Central Government may authorise the payment of remuneration exceeding eleven percent of the net profits of the Company, subject to the provisions of **Schedule V** of the Companies Act, 2013.
- The Company may with the approval of the shareholders authorise the payment of remuneration up to five percent (5%) of the net profits of the Company to its anyone Managing Director/Whole Time Director/Manager and ten percent (10%) in case of more than one such official.
- The Company may pay remuneration to its part-time directors, other than Managing Director and Whole Time Director up to one percent (1%) of the net profits of the Company, if there is a managing director or whole-time director or manager and three percent (3%) of the net profits in any other case.
- The net profits for the purpose of the above remuneration shall be computed in the manner referred to in Section 198 of the Companies Act, 2013.

**Directors:**

As per the policy followed by the Company since inception, the non-executive directors are paid remuneration in the form of sitting fees for attending Board and Committee meetings as fixed by the Board of Directors from time to time subject to statutory provisions. Presently, sitting fee is Rs. 2,500/- per Board meeting and per Committee meeting per Independent and Non-Executive Director on Board of the Company.

Remuneration of Whole Time Directors including Managing Director reflects the overall remuneration philosophy and guiding principle of the Company. At the time of considering the appointment and remuneration of Whole Time Directors, the members

of the Nomination & Remuneration Committee (NRC) consider the pay and employment conditions in the industry, merit, seniority of the person and the payment capacity of the Company.

The NRC while designing the remuneration package, considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the Company successfully.

The NRC while considering a remuneration package must ensure a balance between fixed and performance linked variable pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

The NRC considers that a successful Remuneration Policy must ensure that some part of the remuneration package be linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

The term of office and remuneration of Whole Time Directors are subject to the approval of the Board of Directors, shareholders and the limits laid down under the present applicable sections read with relevant rules of Companies Act, 2013 and as modified from time to time.

The Independent Directors shall not be entitled to any stock option and may receive sitting fees for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board and profit related commission as may be approved by the members. The sitting fee to the Independent Directors shall not be less than the sitting fee payable to other directors.

**Reward principles and objectives:**

The Company's Remuneration Policy is guided by a reward framework and set of principles and objectives as more fully and particularly envisaged under section 178 of the Companies Act 2013, inter alia principles pertaining to determining qualifications, positive attributes, integrity and independence etc.

**Reward policies:**

Remuneration packages for Whole Time Directors are designed subject to the limits laid down under the Companies Act, 2013, to remunerate them fairly and responsibly.

The Whole Time Directors' remuneration comprises of salary, perquisites and performance-based commission/ reward apart from retirement benefits like P.F., Superannuation, Gratuity, etc. as per Rules of the Company.

Remuneration also aims to motivate personnel to deliver Company's key business strategies, create a strong performance-oriented environment and reward achievement of meaningful targets over the short and long term.

The Whole Time Directors are entitled to customary non-monetary benefits such as company cars, furnished accommodation, health care benefits, leave travel, communication facilities, etc. Their terms of

appointment provide for severance payments as laid down under relevant sections of the Companies Act, 2013.

### **Key Managerial Personnel [KMP] Senior Management:**

Appointment of KMP & senior management and cessation of their service are subject to the approval of NRC and the Board of Directors. Remuneration of KMP and other senior management personnel is decided by the Managing Director (MD) on the recommendation of the Whole Time Director concerned, wherever applicable, broadly based on the Remuneration Policy in respect of Whole Time Directors. Total remuneration comprises of:

1. A fixed base salary - set at a level aimed at attracting and retaining executives with professional and personal competence, showing good performance towards achieving Company goals.
2. Perquisites - in the form of house rent allowance/ accommodation, furnishing allowance, reimbursement of medical expenses, conveyance, telephone, leave travel, etc.
3. Retirement benefits - contribution to PF, superannuation, gratuity, etc. as governed by respective acts and rules prevailing in the Company from time to time.
4. Motivation /Reward - A performance appraisal is carried out annually and promotions/ increments/ rewards are decided by the Managing Director based on the appraisal and recommendation of the concerned Whole Time Director, wherever applicable.
5. Severance payments - in accordance with terms of employment, and applicable statutory requirements, if any.

### **Other employees:**

The remuneration of other employees is fixed from time to time as per the guiding principles outlined above and considering industry standards and cost of living. In addition to basic salary, they are also provided perquisites and retirement benefits as per schemes of the Company and statutory requirements, wherever applicable.

Policies of motivation / reward / severance payments are applicable to this category of personnel as in the case of those in the management cadre.

### **Removal:**

The Committee may recommend, to the Board, removal of a Director, KMP or Senior Management Personnel due to following reasons:

- Any disqualification
- Misconduct
- Breach of Contract or trust

- Conflict in interest
- Such recommendation to the Board shall be with reasons recorded in writing.

### **Disclosure of information:**

Information on the total remuneration of members of the Company's Board of Directors, Whole Time Directors and KMP/ senior management personnel may be disclosed in the Company's annual financial statements as per statutory requirements.

### **Application of the Remuneration Policy:**

This Remuneration Policy shall continue to guide all future employment of Directors, Senior Management including Key Managerial Personnel and other employees. Any departure from the policy can be undertaken only with the approval of the Board of Directors.

[40]

**Annexure - III****FORM NO- MR-3****Secretarial Audit Report****For The Financial Year Ended 31st March, 2023****[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]****To,****The Members****Orchasp Limited****Hyderabad, Telangana State.**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices **Orchasp Limited (CIN: L72200TG1994PLC017485)** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on **31st March, 2024** ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Orchasp Limited** for the period ended on 31st March, 2024 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made there under.
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under.
- iii. The Depositories Act, 1996 and the Regulations and Byelaws 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;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 (Applicable w.e.f 15th May, 2015);
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (Not Applicable during the audit period);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable during the audit period) ;
  - f. 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.
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009 (Not Applicable during the audit period) and.
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations 1998 (Not Applicable during the audit period);

**I have also examined compliance with the applicable clauses of the following:**

1. Secretarial Standards issued by The Institute of Company Secretaries of India as notified from time to time.
2. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The following are the changes in the composition of the Board of Directors during the year under review.

**Appointments/Resignations**

During the year the term of office of Mr.K.S.Shiva Kumar as an Executive Director ended. His term as a director was not extended.

**Change in Designation**

NIL

**Re-appointments**

NIL

Further, the following penalties were levied on the company by the BSE for delays in submission of compliance reports.

Period	Remarks	Regulation	Report	Amount (INR-Lakhs)		
				Levied	Waived	Paid
March 2023	Penalty for Non-Compliance	33	Delay in Filing Audited Financial Results by 43 days	2.18	-	2.18
March 2018	Penalty for Non-Compliance	34	Delay in Filing Annual Report by 2 days	0.50	-	0.50

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda was sent in advance except when board meetings were called by giving less than seven days' notice in accordance with the provisions of section 173 of the act and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out and are recorded in the minutes of the meeting of the Board of Directors or Committee of the Board as the case may be and majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that as far as possible, there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



**T.Durga Pallavi**  
**ACS No. 23864**  
**C.P. No.: 19724**  
**P.R. No. : 3876/2023**  
**UDIN Number : A023864F00108655**

**Place : Hyderabad**  
**Date : 30-08-2024**

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

[42]

**'ANNEXURE A'****To,****The Members****Orchasp Limited****Hyderabad, Telangana State.****My report of 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 my audit.
2. I 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 test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices that, I have followed has provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company
4. Wherever required, I 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. My examination was limited to the verification of procedures on 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.



**T.Durga Pallavi**  
**ACS No. 23864**  
**C.P. No.: 19724**  
**P.R. No. : 3876/2023**  
**UDIN Number : A023864F00108655**

**Place : Hyderabad**  
**Date : 30-08-2024**

## Annexure - IV

### Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo.

#### a. Conservation of Energy

The rising energy cost has laid great emphasis on conservation of energy further in addition to the global instability and rising inflation, the Company has taken various measures, including regular monitoring of consumption, reduction of losses and improved maintenance to increase the efficiency and reduce power costs.

The details of energy consumption is as follows

Energy Consumed		
	2023-2024	2022-23
a) Purchased		
Units kWh	31,956	23,287
Total amount (INR)	3,74,290	4,45,284
Rate per unit (INR)	11.71	19.12
b) Own generation		
Through diesel generator		
Units (litres)	-	34
Units per litre of diesel oil	-	
Total costs (INR)	-	3,500
Costs per unit (INR)	-	102.94

#### b. Research and Development (R & D)

Research and Development of new products features for existing products are explored continuously during the course of software design and development that enhances productivity to users.

Your company is continuously strengthening its research exposure in platform development, application development, data migration and system integration aspects. Your company has set up practice units for web-related technologies to build technology platforms and mobile apps.

However, these activities are not in the nature as defined under the Indian Accounting Standard 38 on Intangible Assets.

#### C. Technology absorption, adaptation and Innovation

The Company is pleased to report that the company has been able to adapt to emerging technology areas like digitization and IoT and payment gateway technologies. The company has adapted to improved performance by deploying certain tools and applications in open source technologies.

## Annexure - V

### Corporate Governance Report

#### The Company's Corporate Governance Philosophy

Corporate Governance is more a way of Business life than a mere legal compulsion. Your Company believes that, though the prime focus of any business entity is on the core objective of earning profits, the same should be aligned with the expectations of stakeholders. In this direction, the Board of Directors of your Company is committed to adopt good corporate governance practice as a part of the corporate culture, a way of its corporate life and a kind of self-disciplinary code. And it is so designed to serve the ultimate goal of making the Company a value driven Organization. Effective corporate governance practices coupled with strong leadership have been the company's plus point.

Your company strictly adheres to the requirements of Listing Obligations and Disclosure Requirement, Regulations 2015 amended from time to time.

The corporate governance guidelines help fulfil the responsibility of the board towards the shareholders, the regulators to ensure that the board is empowered sufficiently to set up procedures to function and also evaluate the performance of the management.

The following is the Corporate Governance Report in accordance with the SEBI(LODR) regulations.

#### 1. Board of Directors:

##### a. Size and Composition of Board:

At Orchasp Limited, the Board is characterized with Independence, objectivity professionalism, transparency in decision making and accountability.

The composition of the board is in accordance with the per statutory requirements, i.e an optimum mix of Executive, Non- Executive and Independent Directors which includes a woman director.

As on 31st March 2024, the Board comprises 6 Directors among whom one is a promoter and holds Executive directorship, One is a promoter and non-executive director and Four others are Independent directors, one of whom is a Woman Director as required under the Companies Act, 2013. The necessary disclosures regarding Committee positions have been made by all the Directors.

During the year the term of office of Mr.K.S.Shiva Kumar (Promoter, Director and COO) ended on the 30th September 2023. He was not re-appointed as a director hence there is a reduction in number of Executive Directors from the previous year.

##### b. Board Meetings:














The Board of Directors of the company met eight times during the financial year 2023-24 at the company's corporate office on 26-05-2023, 10-06-2023, 06-07-2023, 10-08-2023, 30-08-2023, 20-10-2023, 14-11-2023 and 13-02-2024.

Composition of the Board and other Directorship/ Membership of the committees held as on 31st March 2024 along with Attendance of Board Meeting/AGM during the year are given below:



[ 44 ]

### Attendance Record 2022-23

S.NO	Name of the Director	Category	Meetings Attended	% of Attendance At BM	Attended Last AGM 24-09-2021
1	Mr. K.S. Shiva Kumar *	Promoter & Executive	7	 88	
2	Mr. P. Chandra Sekhar	Promoter & Executive	8	 100	
3	Mr. K Koteswara Rao	Promoter & Non-Executive	-		
4	Mr. V.S. Roop Kumar	Independent	7	 88	
5	Mr. B. Srinivasa Reddy	Independent	8	 100	
6	Ms. G. Ponnari	Independent	4	 50	
7	Mr. B.V.B. Ravi Kishore	Independent	8	 100	

\*Upto 30-09-2023

#### c. Policy for the Formal Evaluation of the Board:

The Object of this policy is to formulate the procedures and also to prescribe and lay down the criteria to evaluate the performance of the entire Board of the Company.

##### Criteria for Evaluation:

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of Independent Directors and also the other directors on the Board.

- Attendance and contribution at Board and Committee meetings.
- His/her stature, appropriate mix of expertise, skills, experience, and understanding of business, strategic direction to align company's value and standards.
- His/her knowledge of finance, accounts, legal, investment, marketing, foreign exchange/ hedging, internal controls, risk management, assessment and mitigation, business operations, processes and Corporate Governance. (This criteria is adopted based on the basic qualification and other acquired skills of the individual)
- Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency.
- Recognize the role which he/she is expected to play, internal Board Relationships to make decisions objectively and collectively in the best interest of the Company so as to achieve organizational successes.
- Quality of decision making in the various business processes, understanding financial statements and business performance.
- His/her ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders.
- His/her contribution to enhance overall brand image of the Company.

##### Evaluation of the performance:

The Committee shall evaluate the performance of each Board of Directors of the Company with reference of the authority under the Nomination and Remuneration Policy of the Company and also based on the above mentioned criteria.

Based on the performance evaluation of each and every Director and the Chairman of the Company, the Committee shall provide the ratings based on each criterion and also based on Board member feedback.

##### Effectiveness of the board:

Based on the ratings given by the Nomination & Remuneration Committee to each Director, the overall effectiveness of the Board shall be measured and accordingly the Board shall decide the Appointments, Re-appointments and Removal of the non-performing Directors of the Company..

## 4. Board of Directors and Key Managerial Personnel.

### Directors



### Mr. P Chandra Sekhar

Managing Director & CFO  
DIN : 01647212

### Executive Director

<b>Appointment date</b>	30-06-2006
<b>No. of shares held</b>	78,04,371
<b>Board Memberships in Indian Listed Companies</b>	Response Informatics Ltd.
<b>Board Memberships in Indian Unlisted Companies</b>	CIL Infoserve Ltd. , Bilwa Infrastructure Ltd. , Orchasp Consulting Pvt. Ltd. , Orchasp Securities Pvt. Ltd.
<b>Committee Details</b>	Chairman - NIL Member - Corporate Social Responsibility Committee

### Areas of Expertise



Corporate governance



Senior management



Risk management



Financial management



Corporate strategy



International Business



Mergers and acquisitions



Taxation



Compliances



### Mr. K. Koteswara Rao

Non Executive Director  
DIN : 06401491

### Non-Executive & Non-Independent Director

<b>Appointment date</b>	30-09-1996
<b>No. of shares held</b>	1,78,200
<b>Board Memberships in Indian Listed Companies</b>	NIL
<b>Board Memberships in Indian Unlisted Companies</b>	NIL
<b>Committee Details</b>	Chairman - NIL Member - Stakeholder Relations Committee

### Areas of Expertise



Large logistics Management



Food Processing Management



Construction & Contracting Management

[46]



## Ms. Gottipati Ponnari Independent Director

Independent Director  
DIN : 09075036

<b>Appointment date</b>	05-02-2021
<b>No. of shares held</b>	NIL
<b>Board Memberships in Indian Listed Companies</b>	NIL
<b>Board Memberships in Indian Unlisted Companies</b>	NIL
<b>Committee Details</b>	Member-Audit Committee Chairman - Nomination & Remuneration Committee Member - Corporate Social Responsibility Committee

### Areas of Expertise



Health Care Research



## Mr. B.V.B Ravi Kishore Independent Director

Independent Director  
DIN 03271596

<b>Appointment date</b>	07-03-2016
<b>No. of shares held</b>	NIL
<b>Board Memberships in Indian Listed Companies</b>	NIL
<b>Board Memberships in Indian Unlisted Companies</b>	Agama IT BIZ Solutions (P) LTD.
<b>Committee Details</b>	Chairman - Nomination and Remuneration Committee Member - Audit Committee Member Stakeholder's Relationship Committee Chairman - Corporate Social Responsibility Committee

### Areas of Expertise



Business  
Operations



Software  
Development & Training



Software  
Delivery Management



Operations  
Strategy



## Mr. V. S. Roop Kumar

Independent Director  
DIN : 05317482

## Independent Director

<b>Appointment date</b>	07-03-2016
<b>No. of shares held</b>	NIL
<b>Board Memberships in Indian Listed Companies</b>	NIL
<b>Board Memberships in Indian Unlisted Companies</b>	La Hospin Hotels and Resorts (P) Ltd Guindy Engineering Solutions India (P) Ltd.
<b>Committee Details</b>	Chairman - Audit Committee Member - Nomination and remuneration Committee

### Areas of Expertise



Financial  
Expertise



Audit



Risk  
Expertise



## Mr. B. Srinivasa Reddy

Independent Director  
DIN : 01384074

## Independent Director

<b>Appointment date</b>	07-03-2016
<b>No. of shares held</b>	NIL
<b>Board Memberships in Indian Listed Companies</b>	NIL
<b>Board Memberships in Indian Unlisted Companies</b>	Wealth Aggregator Financial Services (P) Ltd. Sri Sesa Ramana Consulting Services (P) Ltd.
<b>Committee Details</b>	Chairman - Stakeholders Relationship Committee Member - Nomination & Remuneration Committee

### Areas of Expertise



Financial  
Analyst



Financial  
Expertise



Stock Exchange  
Members Investment  
Adv.



Risk  
Expertise

[ 48 ]

**Key Managerial Personnel.****Mr. K.S. Shiva Kumar**

Chief Operating Officer

Mr. Satya Shiva Kumar Kanakadandi. He is Fifty-Eight (58) years old. He is a science graduate. He has more than thirty three (33) years of experience in Software Development, Training and Heading MIS Departments. He has been instrumental in launching various corporate training programs for Universities, banks, and other training establishments. He has made significant contribution in setting up of the operations of the company since inception and has also been instrumental in providing a marketing base to the company and for delivering solutions in emerging technologies in yester years. At present he is the Chief Operating Officer of Orchasp Limited. He is a promoter of the company and was the Director - Operations of the Company until 30th September 2023.

**Areas of Expertise**Business  
OperationsSoftware  
Development & TrainingSoftware  
Delivery ManagementOperations  
Strategy**Ms. Sangeeta Mundhra**

Company Secretary &amp; Compliance Officer - Since September 2019

She is Forty Two (42 ) years old and is a qualified Company Secretary and has obtained Post graduation in Commerce and was awarded 9th Rank from Nagpur University and a Master's in Arts (Economics) as well.

She is well versed with Compliances of a Listed Company and is a problem solver in terms of compliances laws and regulations and trade practices.

## Independence of directors

The Board has received statement of disclosures from all the Independent Directors highlighting the fulfilment of all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules. Every such statement submitted by the independent directors has been taken note of by the board.

## Appointments, Re-appointments & Resignations

### Directors

Mr. K.S. Shiva Kumar, (DIN 02103299) Director was re-appointed as Director-Operations and COO of the Company with effect from conclusion of the 28th Annual General Meeting up to conclusion of the 29th Annual General Meeting of the company for the years 2020-21 and 2021-22 in the meeting of the Board of Directors held on the 22nd August 2022 and approved by the Shareholders at the 28th AGM by way of a special resolution. On the 19th September 2023, (29th AGM) the term of office of Mr.K.S.Shiva Kumar (Promoter, Director and COO) ended. He was not re-appointed as a director hence there is a reduction in number of Executive Directors from the previous year.

## Disclosures about receipt of any commission by MD /WTD from company or any commission/remuneration from the subsidiaries

The Managing Director, or Whole-time directors are not in receipt of any commission from the company or any remuneration or commission from the subsidiaries.

## Information placed before the Board

- Agenda papers along with detailed notes are being circulated in advance of each meeting of the board.
- Corporate Governance Reports
- Quarterly Compliance Reports & Investor Grievance Reports.
- Directors with material pecuniary or business relationship with the company.
- Limited Review Report and Internal Audit Report.
- Quarterly Financial Results Standalone & Consolidated with Notes thereon
- Minutes of the Board Previous Board Meetings.
- Materially important Litigations, demand, show cause, penalty, prosecution notices.

- Operations Review Information i.e., contracts etc.
- Litigations pertaining to Income Tax
- Other Statutory Compliances

## 2. Audit Committee

### a. Scope

Audit committee is responsible for overseeing the work of the auditors. The committee also needs to ensure that the auditor has an appropriately independent mindset from management and is truly objective. Ultimately, this will enable the audit committee to draw conclusions about the effectiveness of the audit.

The committee establishes procedures for accepting confidential, anonymous concerns relative to financial reporting and internal control matters. Often referred to as a "whistle-blower policy," the procedures allow individuals to bring questions and issues to light without fear of retribution. It is the audit committee's responsibility to create an environment that accommodates an open discussion in a culture of integrity, respect and transparency between management and auditors.

The audit committee is responsible for the appointment, compensation and overview of the work of the auditor.

### b. Composition:

Audit Committee as comprises 3 Directors with relevant experience in Finance and audit, as follows

Audit Committee	
Name of the Member	Designation
Mr. V.S. Roop Kumar	Chairman
Ms. G. Ponnari	Member
Mr. B.V.B. Ravi Kishore	Member

### c. Meetings:

During the financial year 2023-24, four meetings of the committee were held and attendance to the audit committee meetings is as follows:

Name of the Member	Audit committee				% of Attendance
	No. of meetings held and Attended				
	1	2	3	4	
Mr. V.S.Roop Kumar					100
Ms. G. Ponnari					50
Mr. B.V.B Ravi Kishore					100



[50]

#### d. Recommendations of Audit Committee

The Audit committee has reviewed the Unaudited/ Audited Financial Statements submitted by the Management.

The Management is responsible for the company's internal control over financial reporting and the financial reporting process.

The independent auditors are responsible for performing an independent audit of the company's financial statements in accordance with Generally Accepted Auditing Principles and issuing a report thereon. The committee's responsibility is to monitor these processes.

Upon review of the financial reporting of the company the committee made recommendations with regard to disclosure of the following aspects

- Related Party Transactions
- Notes on the Modified Opinion issued by the Auditors.
- Disclosures and Presentation of the Financial Statements in accordance with the revised Schedule III to Companies Act.
- Roll over term sheet for extension of maturity of 1% Unsecured FCCBs

Further the committee has recommended the following to the board.

- The Standalone Audited Financial statements for the year ended 31st March 2024
- The Consolidated Audited Financial statements for the year ended 31st March 2024

### 3. Nomination and Remuneration Committee:

#### a. Composition:

The nomination and remuneration committee comprises three members as follows:

#### Nomination and Remuneration Committee:

Name of the Member	Designation
Mr. B.V.B. Ravi Kishore	Chairman
Mr. B. Srinivasa Reddy	Member
Mr. V.S. Roop Kumar	Member

#### Meetings:

During the financial year under review, four meetings of the committee were held and attendance to the nomination and remuneration committee meetings is as follows.

#### Nomination and Remuneration Committee

Name of the Director	Number of meetings held and attended				% of Attendance
	1	2	3	4	
Mr. B.V.B. Ravi Kishore					100
Mr. B. Srinivasa Reddy					100
Mr. V.S. Roop Kumar					100

The Nomination and remuneration committee screens the profiles of individuals to be nominated on the board as executive directors, non-executive directors and independent directors.

The committee also recommends to the board the members to retire by rotation, The Committee also reviews and recommends the compensation of CEO, COO, CFO, senior executives etc.

The Company does not have any Employee Stock Option Scheme.

#### Managerial Remuneration

The nomination and remuneration committee has reviewed the provisions of Schedule V, Part II, Section II to the Companies Act 2013 on the Remuneration payable by companies having no profits or inadequate profit.

#### 4. Stakeholders Relationship Committee:

The Stakeholder's relationship committee reviews and redresses shareholders grievances. The Committee meets at regular intervals in order to facilitate prompt and effective redressal of shareholders complaints to effect transfers, transmissions and give approval for issue of duplicate share certificates/name deletions etc. The company in coordination with the registrar and transfer agents takes all necessary steps for prompt resolution of all shareholder complaints and committee periodically reviews the report of the same.

#### a. Composition:

The Stakeholders Relationship committee comprises three independent directors as follows:

#### Stakeholders Relationship Committee

Name of the Member	Designation
Mr. B. Srinivasa Reddy	Chairman
Mr. K. Koteswara Rao	Member
Mr. B.V.B. Ravi Kishore	Member

#### b. Meetings:

During the financial year under review, , four meetings of the committee were held and attendance to the shareholders grievances committee meetings is as follows.

#### Stakeholders Relationship Committee

Name of the Director	Number of meetings held and attended				% of Attendance
	1	2	3	4	
Mr.B. Srinivasa Reddy					100
Mr. K. Koteswara Rao					0
Mr.B.V.B. Ravi Kishore					100

The Stakeholders relationship committee noted that the 2756 shareholders , hold 5,58,189 shares in physical form as at 31st March 2024 i.e 0.37 % of the total shares

The committee has also noted that as at 31st March 2024, total no of share holders are 39,268 out of which about 6,743 shareholders having shares in physical and demat form and have not registered their e-mail ids with the Depositories.

The committee has also reviewed the communication and publication of quarterly results etc periodically.

### Summary of Grievances:

The company did not receive any valid complaints from shareholders/Investors during the period 1st April 2023 to 31st March 2024.

As on March 31, 2024, there were no pending share transfers.

### 5. Meeting of Independent Directors:

During the year under review, the independent directors met on 14th November 2023, to discuss matters as follows.

- A. Term of office of Mr.K.S.Shiva Kumar as Director
- B. Business Development, Shortfalls and working capital requirements
- C. Compliances with the regulators, penalties, consequences thereof.
- D. Other Legal issues.

### Code of Conduct:

The Board of Directors of the company has laid down a code of conduct for all its members and senior management personnel of the company. This code of conduct is uploaded on company's website. The directors and senior management have affirmed their compliance with the code of conduct for the financial year 2023-24.

### 6. Details of previous Annual General Meetings and Special Resolutions passed at such Annual General Meetings:

Year	2020-21	2021-22	2022-23
Meeting	27th AGM	28th AGM	29th AGM
Date	24-09-2021	19-09-2022	25-09-2023
Time	10:30 AM	10:30 AM	10:30 AM
Special Resolution	(a) Re-appoint Mr.Koteswara Rao Kanamarlapudi as Non-Executive Director	(a) Approve & Confirm the Loan Agreement cum Memorandum of Understanding along with the Assignment Deed -Creditors Dues	(a) To Allot Equity Shares on a preferential basis to Mrs. P. Rajeswari as a legal heir of Late Mr. P.C.Pantulu, Promoter & Ex-CEO of the company, upon conversion of his existing unsecured loan.
	(b) Re-appoint Mr.B.V.B.Ravi Kishore as an Independent Director	(b) Appoint Mr.P.C.Pantulu as Chairman, Director & CEO	(b) To Approve and confirm the Loan Agreement cum Memorandum of understanding of M/s KORA Contracting and Trading Co.W.L.L
		(c) Re-appoint Mr.K.S.Shiva Kumar Director Operations & COO	(c) To Approve and confirm the Loan Agreement cum Memorandum of understanding of M/s WAHA AI Mesela for Contracting.
Location	Video Conference/Other Audio Visual Means	Video Conference/Other Audio Visual Means	Video Conference/Other Audio Visual Means

[ 52 ]

## 7. Disclosures:

### A. Related Party Transactions:

Pursuant to the disclosures received from the Senior Management Personnel of the company to the Board, there were no material, financial and commercial transaction, which could have potential conflict with the interest of the company at large.

**Notes:** During the year the Company has availed services from Apptest Corporation, USA. Mr. P. Chandra Sekhar is a director of a Company which is also promoted by the promoter of Apptest Corporation. Since there is no shareholding or control exercised by Mr. P. Chandra Sekhar, Apptest Corporation is not listed as an enterprise controlled by him.

### B. Statutory Compliance, Penalties and Strictures:

- a. In the previous year 2022-23, the Portuguese Authorities issued a notice of cancellation of registration of company with regard to the Wholly Owned Subsidiary i.e., Cybermate International, Unipessoal, LDA for non-filing of annual filings. The company has made a representation for extension of time for compiling and filing the information.

However on legal opinion and advise, the company shall clear the dues to the Portugese authorities and obtain a No Due statement in the current financial year.

- b. BSE Limited has levied penalties on the company for delayed filings as follows.

Period	Remarks	Regulation	Report	Amount (INR-Lakhs)		
				Levied	Waived	Paid
March 2023	Penalty for Non-Compliance	33	Delay in Filing Audited Financial Results by 43 days	2.18	-	2.18
March 2018	Penalty for Non-Compliance	34	Delay in Filing Annual Report by 2 days	0.50	-	0.50

The company has made the payment under protest and has sought a waiver of the fines. There is no communication from BSE with regard to their decision on either acceptance or rejection of our waiver request.

### C. Disclosure relating to Whistle Blower Policy and affirmation that no personnel have been denied access to the audit committee:

In terms of requirements of Clause 4 of the SEBI (LODR) Regulations 2015, the Managing Director & (CFO) have made a certification to the board of Directors in the prescribed format, which has been reviewed by the Audit Committee and taken on record by the Board.

### D. Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory requirements of SEBI (LODR) Regulations 2015.

The Company has also adopted Indian Accounting Standards in reporting of quarterly unaudited financial results during each quarter and has also prepared the financial statements for the period ended 31st March 2024 in compliance with the Ind AS.

The Company has also taken note of the amendments to the SEBI(LODR) as amended from time to time.

Compliance with Non-Mandatory requirements.

There are no aspects of compliance with Non-Mandatory Requirements requiring disclosure during the period under review.

## 8. Means of Communication.

- The Quarterly, half yearly and annual results have been approved by the Board and were intimated to the Stock Exchanges and were published in national newspaper Business Standard and vernacular newspaper Nava Telangana.
- The company's website is periodically updated to include information on new developments and business opportunities of the company.
- Investors can contact on the email id [secretarial@orchasp.com](mailto:secretarial@orchasp.com).
- Management Discussion and Analysis Report forms part of Annual Report.
- The company has as per initiatives taken by the ministry of corporate affairs, invited the members to register their email addresses with the company so that all communications/documents including the notice calling the annual general meeting and other general meeting of the members along with the explanatory statement thereto, balance sheets, directors report, auditors report etc can be sent to them in electronic mode.

## 9. General Shareholder Information:

### a. Annual General Meeting:

Date : 30th September 2024  
Time : 10.30 a.m.  
Venue : Video/Audio Conference

b. Financial Calender : 01st April to 31st March

c. Date of Book Closure : 24-09-2024 to 30-09-2024

d. Record Date : 20-09-2024

e. Listing on Stock Exchanges : BSE Limited, 25th Floor, P.J.Towers,Dalal Street,Fort, Mumbai. 400 001

f. Stock Code : 532271

g. Corporate Identity Number(CIN) : L72200TG1994PLC017485

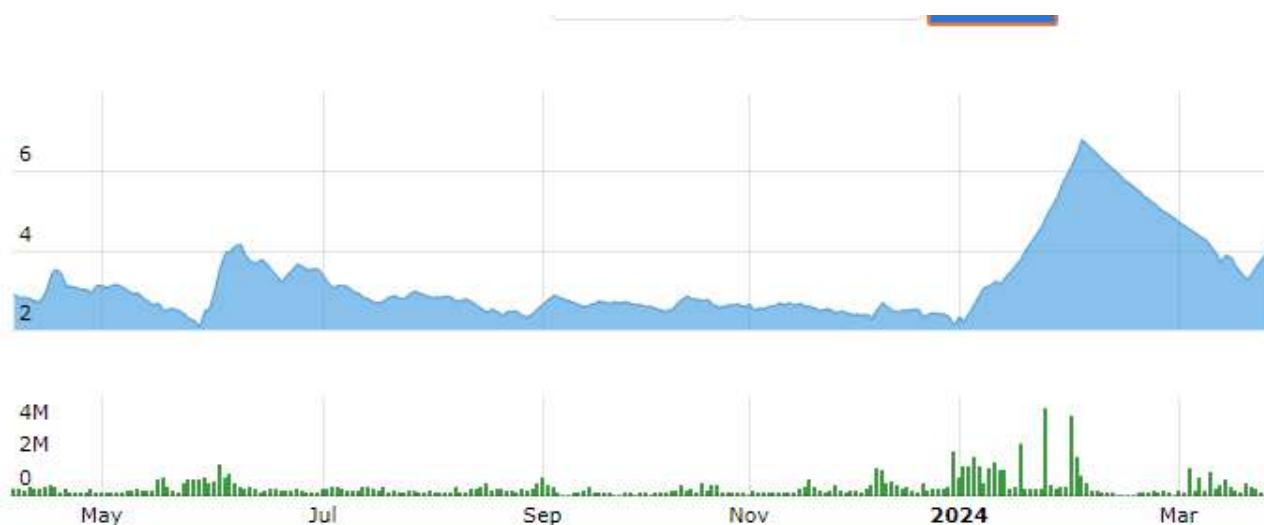
h. Registrar and Share Transfer Agent : Aarathi Consultants (P) Ltd  
1-2-285, Domalguda,Hyderabad-29.  
Ph:040 27634445/8111/27642217  
Email: [Info@aarathiconsultants.com](mailto:Info@aarathiconsultants.com)  
[url:www.aarathiconsultants.com](http://www.aarathiconsultants.com)

## h. Market Price Data:

High, Low and number of equity shares traded during each month in the year 2023-24 on BSE.

Month	High Price	Low Price	No. Of Shares
APR-23	3.59	2.62	47,50,734
MAY-23	3.38	1.99	99,01,689
JUN-23	4.3	2.51	96,80,253
JUL-23	3.57	2.58	55,81,775
AUG-23	2.98	2.29	61,24,950
SEP-23	2.91	2.45	39,40,609
OCT-23	2.99	2.4	46,20,339
NOV-23	2.77	2.38	50,03,300
DEC-23	2.85	2.12	1,23,67,674
JAN-24	5.9	2.19	2,78,34,232
FEB-24	6.81	4.81	1,06,10,310
MAR-24	4.72	3.17	89,40,525

i. Performance of the Share Price of the Company on the BSE.



## j. Share transfer system:

Shares held in Physical form i.e share certificates are received at the Registered office of the Company as well as directly at Registrar's Office. All are registered within 15 days from the date of receipt, if the documents submitted are found in order in all respects. The Stakeholders Relationship Committee authorized for approval of share transfers meets at regular intervals as required and the certificates duly endorsed for transfer are returned to shareholders within stipulated time of 30 days.

[54]

**k. Shareholding as on 31st March 2024****Distribution Schedule at 31st March 2024**

SI No.	Category	Holders	Holders Percentage	Shares	Amount (INR)	Amount Percentage
1	1 - 5000	33,202	86.41	1,58,04,026	3,16,08,052	10.55
2	5001 - 10000	2,388	6.22	94,07,036	1,88,14,072	6.28
3	10001 - 20000	1,328	3.46	1,03,56,284	2,07,12,568	6.91
4	20001 - 30000	449	1.17	56,42,112	1,12,84,224	3.77
5	30001 - 40000	252	0.66	45,95,754	91,91,508	3.07
6	40001 - 50000	135	0.35	31,38,052	62,76,104	2.09
7	50001 - 100000	319	0.83	1,17,67,223	2,35,34,446	7.85
8	100001 & Above	349	0.91	8,91,30,871	17,82,61,742	59.48
	Total:	38,422	100	14,98,41,358	29,96,82,716	100

Total Nominal Value Rs. 29,96,82,716, Nominal Value of each Share: Rs.2/-

Total No. of Shares/Units 14,98,41,358 , Paid up Value of each Share: Rs.2/-

Distinctive No(s) from 01 to 14,98,41,358

**ii. Dematerialization of shares and liquidity**

Particulars	No. of Shares	% of total Capital Issued
Held in dematerialized form in NSDL	8,39,56,560	56.03
Held in dematerialized form in CDSL	6,53,26,609	43.60
Physical Form	5,58,189	0.37
Total	14,98,41,358	

**iii. Shareholding Pattern**

Shareholding Pattern as at 31-03-2023		
Category	No of Shares	Percentage
Promoters	3,72,89,773	24.89
Financial institutions and banks	200	0.00
FII/FCB	-	-
Bodies corporate	16,70,300	1.11
NRIs	25,28,503	1.69
Overseas Corporate Bodies	15,200	0.01
Trusts	2,000	0.00
Clearing members	6,472	0.00
Resident individuals	10,83,28,910	72.30
Total	14,98,41,358	100.00

## I. Address for Communication

Shareholders can correspond at the Registered Office of the Company at Secunderabad, addressed to the Company Secretary/Compliance Officer or to the Registrars & Share Transfer Agents, whose address has been mentioned elsewhere in this Report.

### Other Shareholders related information:

#### Regulation 39 read with Schedule VI of the SEBI (LODR) Regulations 2015 with respect to Unclaimed Shares

Orchasp Limited has all its shares claimed by the respective shareholders. Hence, this clause of the listing agreement does not bind the company.

### Code of Conduct

To uphold corporate philosophy, the Board of Directors of the company has laid down a code of conduct for all the board members and the senior management of the company as per the clause provided in the listing agreement.

I hereby confirm that the directors on board of the company, the senior management officials have provided an affirmation that they have complied with the code of conduct during the financial year 2023-24.

For and on behalf of the Board of Directors of  
Orchasp limited



P. Chandra Sekhar  
Charman, MD & CFO  
DIN: 01647212

Place : Hyderabad  
Date : 05-09-2024



[56]

## Annexure – VI

### Management Discussion and Analysis

#### Our Business

Orchasp Limited is a conventional IT Services firm known for its bespoke software services. Our innovative and cost-effective services ensure our customers gain competitive edge and remain on par with cutting edge technologies. Our focus remains on maintaining quality standards in our key deliverables. We ensure to deliver best-of breed technological solutions to enable our customers to meet their software development requirements. We are a public limited company based in India, and have our registered and corporate office at Hyderabad, Telangana. Our company is listed on the Bombay Stock Exchange (BSE).

Our services include, compiling and selling products for general IT use and domain specific solutions. Some of the services we provide are listed below:

#### 1. Software Development

- Our Primary service offering is the custom built software in varied technologies across multiple domains
- Support of Software developed

#### 2. Cloud Services

- Platform as a Service (PaaS): Offers software Platforms for B2B and B2C segments either as aggregation of service providers or as provider of single service on subscription model
- Software as a Service (SaaS): Delivers software applications over the internet on a subscription basis.

#### 2. Managed Services

- Network and Infrastructure Management: Monitoring and managing network services and infrastructure.
- Security Services: Providing cybersecurity solutions, including threat detection and response.
- Data Backup and Recovery: Ensuring data is backed up and can be recovered in case of loss.

#### 3. Consulting Services

- **IT Strategy and Planning:** Helping organizations develop and implement IT strategies.
- **System Integration:** Ensuring different IT systems work together seamlessly.
- **Digital Transformation:** Assisting businesses in adopting new technologies to improve operations.

#### 4. Support Services

- **Help Desk Support:** Providing technical support to end-users.
- **Technical Support:** Offering specialized support for specific technologies or systems.
- **Maintenance Services:** Regularly updating and maintaining IT systems.

#### 5. Outsourcing Services

- **Business Process Outsourcing (BPO):** Contracting business processes to third-party providers.
- **IT Outsourcing:** Hiring external providers to handle IT functions.
- **Offshore Development:** Developing software or IT services in a different country to reduce costs.

#### Our Specific Service Areas

The Company is a highly customer-centric, flexible and transparent service provider. The Company believes in enhancing its client's business experience by taking process responsibility, improving cost efficiencies and adding value through continuous process improvements and quality assurances.

#### Application development & Automation services

Our expert team can build quick, reliable, and secure web applications.

- We use modern web frameworks
- Our expert team of UI/UX designers translates concepts into wireframes through multiple iterations
- We transform wireframes into a fully functional, production-ready web application

We believe in automating repetitive, mundane tasks and can help your business with:

- Automating builds, tests, and deployments
- Scaling up in the cloud
- Monitoring applications to proactively address any issues

#### Cloud Enablement

As a cloud-first attitude becomes pervasive, and not just popular, companies must ensure that every cloud enablement box is selected. Gartner predicts that more than 95% of all new digital workloads will be deployed on cloud-native platforms by 2025. In addition, 85% of companies will adopt the cloud-first principle within the same timeframe, increasing the integration of cloud-native architectures and technologies. However, their plans to explore new revenue streams, reduce

operational costs, and increase agility and scalability will not succeed without leveraging disruptive cloud patterns and benefits to deliver new-age resilient services and systems.

For those that are yet to start their cloud journey, the challenge is less about letting go of legacy infrastructure and processes, and more about making the digital experiences that cloud creates the primary focus.

The ubiquitous nature of the cloud means that companies need to be aware of what needs to be done and when. Simply migrating to the cloud won't solve the business need. Ensuring that the cloud solution is resilient, optimized, automated, and compatible with other cloud environments will be equally important.

Orchasp offers a comprehensive set of cloud-enablement services ranging from strategy, design and testing, to migration, integration, deployment and ongoing support. These services are tailored to address the needs of different organizations, their industry, and their level of cloud maturity.

## Cyber Security

The cyber threat landscape is constantly evolving and increasingly complex, and most companies don't have the cyber security tools and capacity in-house to keep security measures up-to-date. Because it's easier than ever for hackers to initiate an attack, organizations now experience increased risk and higher levels of uncertainty. Subsequently, breaches and successful attacks can cost companies millions – not to mention the harm to your brand's reputation.

Our portfolio of cyber security solutions consists of a variety of services designed to meet all of your company's needs. They're also customizable to your specific requirements and provide detailed notifications, reporting, and dashboards. We help you choose the best solution, tailored specifically for the cyber threats your organization faces.

## Data Analytics, AI&ML

Every organization faces the challenge of prioritizing use cases and realizing tangible business value from Data Analytics, AI & ML initiatives.

Orchasp transforms Data Analytics, AI & ML goals into reality with solutions that help across every stage of Data Analytics, AI & ML maturity. Our solutions ensure successful business outcomes from your Data Analytics, AI & ML investments through a framework that helps prioritize use cases, define platform architecture, scale model development, and operationalize models across the enterprise.

We have helped clients across industries accelerate development to operationalization of Data Analytics, AI & ML solutions with our expertise.

## Blockchain in Healthcare

The most important thing to understand when it comes to using blockchains in healthcare is the scope

of the opportunities. Several inherent advantages of blockchain technology, including its cost-effectiveness, security, and transparency, provide significant benefits when applied to the healthcare sector.

Probably the most important blockchain use case in healthcare is in securing patient data. Currently, most patient data exists in silos that aren't connected to each other. For example, your primary care physician has access to some of your medical data but not to data that specialists such as a cardiologist or an OB-GYN can access and vice versa.

Using blockchain technology could help solve this issue. A blockchain-based application might enable connecting to existing electronic medical record (EMR) systems at different healthcare providers. Anytime new information is put into any of these EMR systems, encrypted data about the information would be put into the blockchain. Other healthcare providers could access this information only when the patient consents, with the entire process managed by the blockchain app.

## Internet of Things

Companies around the world are constantly seeking new opportunities for innovation and growth. And businesses have been able to seize exponential growth through the adoption of Internet of Things (IoT) technologies.

Large enterprises have been reaping benefits from IoT solutions (even during a year marred by the global pandemic) as they were early adopters of the technology. It is now time for small and medium businesses to take advantage of IoT.

We specialize in full-stack IoT development for Industry 4.0 & Enterprises and the implementation of embedded technologies for Connected Vehicles. Leveraging our experience in Artificial Intelligence (AI) and Machine Learning (ML), we have developed the infrastructure for Predictive Maintenance in industries and intuitive Driver Monitoring Apps.

## Business Process Services

We partner with enterprises, fuelling their growth by our focus on delivering exceptional business process services. We bring together the best in people, process and technology with an extreme focus on delivering value and best in class customer experience. Our methodology involves a holistic view from experts across all possible avenues of business process transformation. This involves bringing forth our operational expertise, domain knowledge and business process automation by harnessing Robotic Process Automation (RPA), Machine Learning (ML) and Artificial Intelligence (AI).

## Services

Orchasp makes available a range of capable software developers on an immediate basis. All you need to do is add your requirements and have a developer on board! software platform. Based on your needs and preferences.

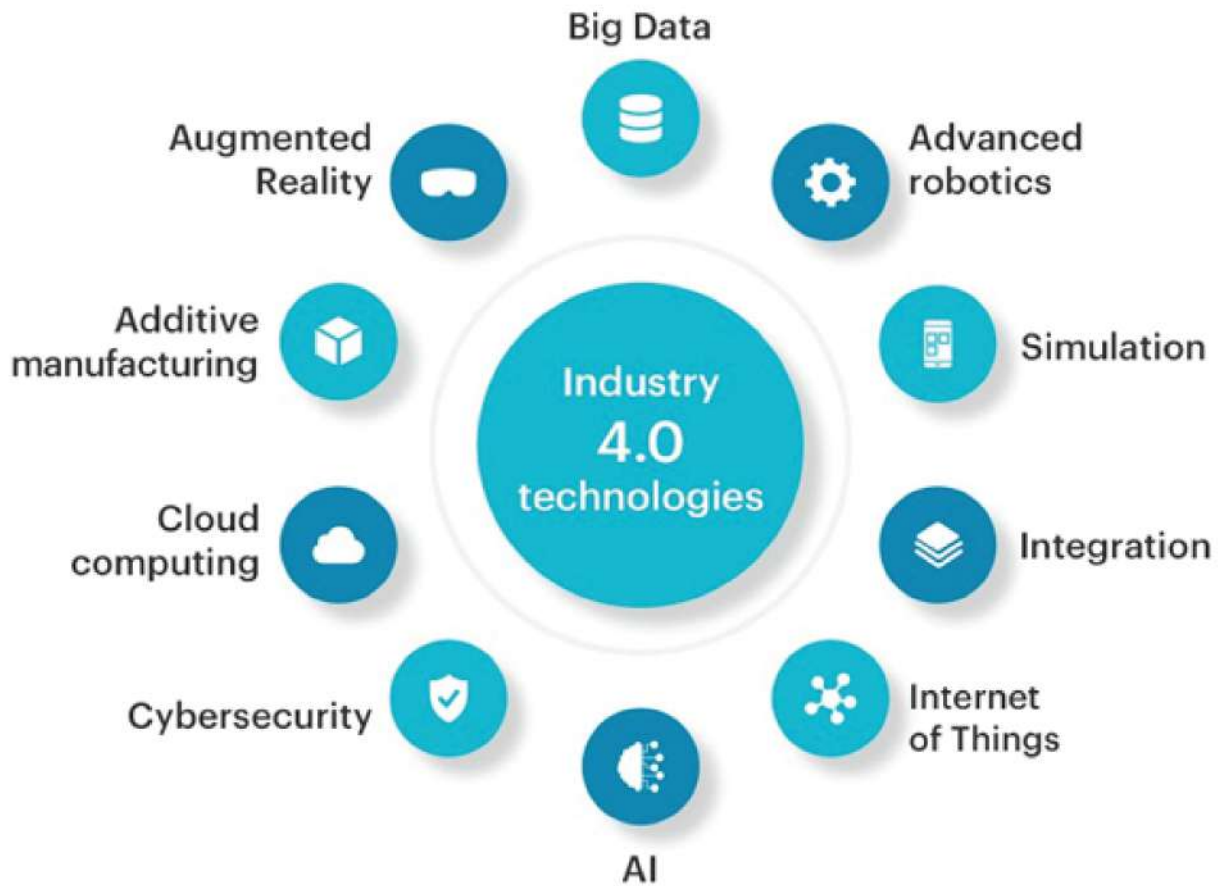
[58]

Our staff augmentation services are designed to provide you with skilled, dedicated, and qualified IT Staff Augmentation that help you in completing your projects in the best way possible. Based on your specific requirements, needs, and preferences, we help you hire IT Staff Augmentation who have excelled in their respective fields and are equipped to leverage your overall productivity.

With our staff augmentation services, you can have access to dedicated professionals who are focused entirely on the project at hand. As they will not be affiliated with your company, there will be no distractions from the work they are assigned to do, helping you complete your projects effectively and on time.

Moreover, our services help you cut down the cost of hiring full-time IT employees for your organization. We help you in hiring IT professionals for performing dedicated tasks only when they are required. This prevents you from paying a fixed salary to your employees even for the times when their services are not required. You can rest assured that Orchasp would help you augment your IT staff with professionals who know their work and have garnered enough experience to provide you with their expertise.

Our future technology roadmap will be based on industry 4.0 related technologies as we are planning to gear up our strategies to in line with Industry 4.0 as shown below



## Client Acquisition

The Company has put in place a strong sales team in India and US and our sales pipeline has been consistently improving. We believe that we will be able to improve on our strong track record and have long term relationships with our domestic and international customers.

Our sales team is in place across major cities in India and we have sales in presence in UAE & USA as well. The twin engines for growth in this business will come from both domestic and international customers. We are also focussing on providing more end-to-end services to existing customers.

## Quality

The Company has a robust Quality Management and Information Security Management system in place to identify potential risks, areas for improvement and further to have smooth business operations. Periodic Management Review meetings are conducted to review these.

## Attrition

While attrition is an industry wide concern, the Company recognises the need to take proactive measures to ensure that we have an uninterrupted supply of right talent and have increased focus and rigor on retaining them through active engagement measures.

In order to maintain a seamless pipeline of talent, the Company has tied up with several skill development institutes. This ensures a steady supply of skilled talent with a good language mix, especially for the consulting business.

Our recruitment team conducted virtual campus drives at various colleges across the country for our internal hiring. Employee engagement during a period when most of the employees are working remote is an area that the Company has focused. Multiple virtual

events were conducted on occasions to bring together the employees on a virtual platform. We also moved our entire training online and integrated with our HRM.

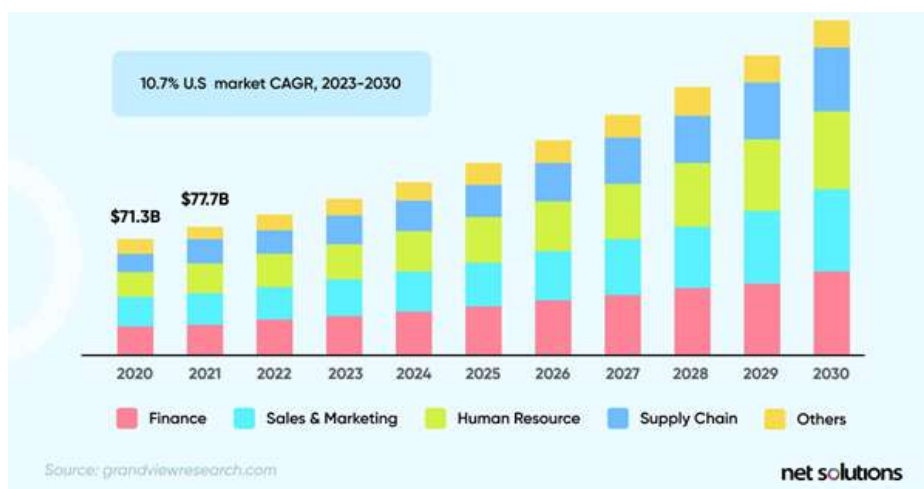
This helped ensure employees did not miss key training events that would help them develop in their career.

## Global IT Services Market Size

The global IT professional services market size was valued at USD 777.28 billion in 2021 and is expected to register a compound annual growth rate (CAGR) of 11.2% from 2022 to 2030. The rise of automation to eliminate mundane tasks and radical shifts in customer demand such as customized pricing and enhanced customer experience are pushing enterprises to implement IT services across the globe. Additionally, the COVID-19 pandemic tested the professional services industry by forcing them to implement remote working at a large scale and adjust their business strategies to the rapidly changing market conditions. Additionally, the COVID-19 outbreak also accelerated several technological changes across industries, where firms survived the pandemic with the help of technology by focusing on resource management and talent acquisition.

## U.S. Business software services market

Size by software, 2020-2030 (USD Billion)



## [60]

In the current scenario, firms are preparing for possible challenges ahead, they are redesigning their business models to make sure they have the required skillsets, funds, and tools to gain an advantage in the long run. IT professional services help organizations in identifying the areas for cost-saving and offer multiple other benefits, such as Business Intelligence (BI), accurate forecasting, improved business operations, and reduced wastage of resources. Several firms are expected to utilize IT professional services to streamline their business post-pandemic further boosting the business growth.

Professional service firms can offer a combination of services such as consultation, audit & accounting, implementation support, and immunity from financial risk. They offer analytic capabilities and a basis for managing business information. In today's competitive market it is hard to survive with silos of data & legacy tools, so organizations depend on IT professional services to use advanced tools. These tools facilitate sharing of resources, automate the delivery process and provide accurate insights, which will further drive the industry growth.

Implementation of IT professional services can be found in various private and public sectors; some businesses may use professional services as the primary line of business, whereas for some businesses, it works as a value driver to the core offering. As businesses grow, firms need more robust tools to work efficiently, in such cases it is extremely helpful to deploy professional services as it oversees projects, track time and bill, manage resources and automate mundane back-end tasks. IT professional services utilize several advanced technologies such as Robotic Process Automation (RPA), Artificial Intelligence (AI), Machine Learning (ML), Internet of Things (IoT), chatbots, blockchain, and big data analytics to create new business models and consequently map their business strategies to enhance their returns.

Increased competition and digitalization is pushing organizations to engage with professional service providers. These service providers primarily focus on helping organizations to improve their operational efficiency by addressing issues related to poor service infrastructure and improper staffing. The IT professional service providers offer a streamlined and standardized approach to the organization's administrative processes which help in the digital transformation of the organization's operations. Based on the strategy, firms can categorize the usage of professional services into two sections. First, business-centric which offers value-driven revenue models, and second, employee-centric that can be utilized for the recruitment of hybrid talent and fill the skill gap.

### Type Insights

The project-oriented services segment dominated the IT professional services market in 2021 and accounted for a revenue share of over 35%. These services are related to installation, modernization, timely maintenance, and decommissioning of a project. These services are often custom-built to meet the specific client needs, assisting them to optimize operational efficiency and deliver projects on time within the allocated budget. Organizations can be benefitted in multiple ways as project-oriented services help in resource management, scope management, revenue management, preparing improved quotations, and effective delivery of the project. These are the major factors fuelling the demand for the segment.

Information Technology Outsourcing (ITO) service segment is expected to witness the fastest CAGR of 12.0% during the forecast period due to its ability to help organizations across various industries to respond to changing business needs allowing organizations to focus on innovation instead of IT infrastructure. Organizations utilize ITO services to gain access to deep technical expertise, deliver automation, and bring down costs by choosing an appropriate delivery model. Additionally, ITO services offer a deep pool of resources to create an effective Return on Investment (ROI), and it bridges the gap between legacy IT systems and innovation. High-performance computing, adherence to compliance, security, and scalability are a few advantages that are expected to boost the growth of this segment.

### Indian Market

India has several advantages in the IT industry that have contributed to its global prominence:

#### 1. Skilled Workforce

- **Large Talent Pool:** India has a vast pool of highly skilled IT professionals, including software engineers, data scientists, and cybersecurity experts.
- **Educational Institutions:** Numerous prestigious institutions like the Indian Institutes of Technology (IITs) and Indian Institutes of Information Technology (IIITs) produce top-tier graduates annually.

#### 2. Cost Efficiency

- **Lower Operational Costs:** The cost of living in India is relatively lower, which translates to lower labor costs for IT services.
- **Competitive Pricing:** Indian IT companies can offer competitive pricing for their services, making them attractive to global clients.



### 3. Government Support

- **Favorable Policies:** The Indian government has implemented policies that support the growth of the IT sector, such as tax incentives and ease of doing business.
- **Digital India Initiative:** This initiative aims to transform India into a digitally empowered society and knowledge economy.

### 4. Innovation and Start-up Ecosystem

- **Thriving Start-up Culture:** India has a vibrant start-up ecosystem, particularly in cities like Bangalore, Hyderabad, and Pune.
- **Focus on Emerging Technologies:** Indian IT companies are increasingly focusing on emerging technologies like AI, IoT, and blockchain.

### 5. Global Presence

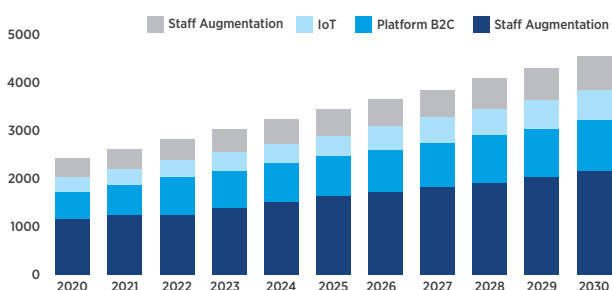
- **International Clients:** Indian IT companies serve clients across the globe, including major corporations in the US, Europe, and Asia.
- **Reputation for Quality:** Indian IT services are known for their quality and reliability, which has built a strong reputation internationally.

### 6. Digital Transformation

- **Rapid Digital Adoption:** India is one of the fastest-growing markets for digital consumers, with a significant increase in internet and smartphone penetration<sup>4</sup>.
- **Innovative Solutions:** Indian IT companies are at the forefront of providing innovative digital solutions to various industries.

### 7. Market Size

**Software Development and Services, Platforms B2C, IoT and Staff Augmentation 2020-2030**



## Risks and Concerns

### 1. Rising Costs of IT

IT spending is expected to grow due to an increased demand for digital transformation, cloud services, cybersecurity, remote work, artificial intelligence, and data analytics. However, this often means that IT costs are rising faster than revenues for many businesses. As

such, CIOs and CFOs need to optimize their IT spending and ensure that they get the best value and return on their technology investments. They need to adopt a strategic approach to IT budgeting, planning, and governance. They also need to leverage technologies such as automation, artificial intelligence (AI), machine learning (ML), and cloud computing in an affordable way, to reduce IT costs and improve efficiency.

### 2. Opportunity Cost of Lost Business

IT downtime can have a significant impact on business performance and customer satisfaction. According to a 2022 report, the average cost of IT downtime per hour for businesses worldwide is \$300,000. This number can vary depending on the industry, the size of the business, and the severity of the outage. For example, a small business may experience a cost of \$10,000 per hour of downtime, while a large enterprise may experience a cost of \$1 million per hour. This includes direct costs such as lost revenue, productivity, and recovery expenses, as well as indirect costs such as reputation damage, customer churn, and regulatory fines.

CIOs and CFOs need to ensure that their IT systems are reliable, resilient, and secure. They need to implement proactive measures to prevent, detect, and resolve IT issues before they affect business operations. They also need to invest in backup, disaster recovery, and business continuity solutions to minimize the impact of IT downtime.

### 3. Lack of affordable skilled Artificial Intelligence and Machine Learning staff

Artificial intelligence and machine learning offer significant benefits to businesses, such as increased efficiency, the creation of new streams of business value, market decision insight, and improved decision-making. ChatGPT, a version of AI, has taken the business world by storm but businesses lack expertise in this technology, in order to leverage its significant benefits. AI technologies require skilled staff to implement them, so that biases, data security, and ethical concerns are not a risk to the business.

### 4. Rising Cost of Outsourced Contract Providers

Outsourcing is a common practice among businesses that want to reduce their costs and focus on their core competencies. Outsourcing involves contracting out certain business functions or processes to external providers who can perform them more efficiently or effectively. Outsourcing can help businesses access specialized skills and expertise, improve the quality and speed of service delivery, increase flexibility and scalability of operations, and mitigate risks.

However, outsourcing also has some drawbacks such as loss of control over quality and standards, communication and coordination issues, and legal and regulatory challenges. Moreover, outsourcing costs may also increase over time due to factors such as rising cost of living, inflation, currency fluctuations, and demand and supply dynamics in the outsourcing market.



[62]

CIOs and CFOs need to evaluate the benefits and costs of outsourcing their business functions or processes to external providers. They need to select the right outsourcing partner who can meet their quality, security, and compliance standards. They also need to negotiate the best terms and conditions for their outsourcing contracts and monitor their outsourcing performance and outcomes.

## 5. Cybersecurity Threats and Breaches

Cybersecurity is one of the top priorities and challenges for CIOs and CFOs in the digital era. Covid exacerbated this threat with many businesses rushing to digitally transform at breakneck speed, but not considering Cyber protection. Cyberattacks are becoming more frequent, sophisticated, and damaging, targeting businesses of all sizes and sectors. The global average cost of a data breach in 2022 was \$4.35 million, according to the 2022 Cost of a Data Breach Report by IBM and the Ponemon Institute. This is an increase of 2.6% from the previous year.

Cybersecurity threats and breaches can have severe consequences for businesses such as financial losses, reputational damage, legal liabilities, regulatory penalties, operational disruptions, customer dissatisfaction, and competitive disadvantage. Cybersecurity threats and breaches can also compromise the confidentiality, integrity, and availability of business data and systems, which are essential for business performance and decision-making.

CIOs and CFOs need to implement a comprehensive and proactive cybersecurity strategy that covers people, processes, and technology. They need to invest in cybersecurity tools and solutions that can prevent, detect, and respond to cyberattacks. They also need to educate and train their employees on cybersecurity best practices and policies. They also need to collaborate with other stakeholders such as customers, suppliers, regulators, and law enforcement agencies to enhance their cybersecurity resilience.

## 6. Digital Transformation Failure

Digital transformation is the process of using digital technologies to create new or modify existing business processes, products, or services to meet changing customer expectations and business requirements. Digital transformation can help businesses improve their efficiency, effectiveness, innovation, competitiveness, and profitability.

However, digital transformation is not easy or straightforward. According to a report by McKinsey, only 16% of respondents said that their business's digital transformations have successfully improved performance and also equipped them to sustain changes in the long term. The report also found that 45% of respondents said that less than half of their business's digital transformation initiatives met their initial targets.

Digital transformation failure can result from various factors such as lack of clear vision and strategy, misalignment of stakeholders, insufficient resources,

inadequate change management, poor execution, and lack of measurement.

To successfully digitally transform, CIOs and CFOs need to drive their business's digital transformation initiatives. They need to do so with a clear vision and strategy; a strong business case; a cross-functional team; a customer-centric approach; a culture of innovation and agility; a robust governance and risk management framework; and a continuous improvement and learning mindset.

## Exchange Fluctuations

Movements in exchange rates continue to be a major threat. There has been volatility in the exchange rate between INR and USD in the recent years and these currencies may continue to fluctuate significantly in future as well. During the year there have been significant volatility in the rupee with a low of INR 81.55 and a high of INR 83.73.

Our results of operation will be affected if the rupee-dollar rates continue to behave in a volatile manner in future or rupee appreciates significantly against dollar and other currencies.

## II. Financial /operational performance:

**The Company has adopted Indian Accounting Standards (Ind AS) from current financial year in the preparation and presentation of Financial Statements.**

## Sources of Funds

### 1. Reserves and Surplus

The Company's Reserves and Surplus as on 31st March 2024 were INR 78.11 Cr as against INR 78.41 Cr as on 31st March 2023

These reserves include an amount of Rs. 51.35 Cr pertaining to Equity Component in Foreign Currency Convertible Bonds in accordance with Note No 33 to Notes to Accounts

### 2. Property Plant and Equipment

During the year there are marginal additions to Tangible Fixed Assets or Intangible Fixed Assets of company

### 3. Investments in Wholly Owned Subsidiaries

a. **Cybermate Infotek Limited Inc** : The company is considering incorporating a new company and closing the existing company on account of operational challenges in seeking business for the existing company due to NIL Operations for a prolonged period.

b. **Cybermate International, Unipessol, LDA**. The company is in the process of transferring the investment into a new company and the process of setting up a new company is underway.

#### 4. Deferred taxes – Assets and Liabilities

The Company has Deferred Tax Asset (Net) amounting to Rs. 6.63 Lacs as against Rs.7.80 Lacs in previous year.

#### 5. Trade Receivables

The position of outstanding debtors is as follows.

INR - Lakhs

Particulars	Outstanding as at 31-03-2024 for following periods from due date of payment					Total
	Less than 6 month	6 months-1 year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed trade receivables considered good	454.61	224.26	2,760.85	3,077.44	4,238.74	10,755.89

#### 6. Inventories

The Company does not have any inventories as at 31st March 2024

#### 7. Cash and Cash Equivalents

The balance of cash and cash equivalents as at the beginning of the year was Rs. 19.63 lacs.

The closing balance of Cash and Cash Equivalents is Rs. 46.29 Lacs held as cash, balances in current account and in deposit accounts and reconciliation elements.

#### 8. Trade Payables and Other Current Liabilities

The position of trade payables is as follows:

Particulars	Outstanding as at 31-03-2024 for following periods from due date of payment				INR - Lakhs
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME					
(ii) other	147.60	2,713.67	87.85	1,258.80	4,207.91
(iii) Disputed dues MSME					
(iv) Disputed dues - others					

#### 9. Provisions.

Provisions include an amount of Rs.119.22 Lacs towards outstanding Salaries and expenses.

### III. Results of Operations

#### 1. Income

The Company has received regular income from service contracts during the year. However there is a slowdown in activity due to market conditions.

We report that the turnover of the company for the period 2023-24 was Rs.1324.53 Lakhs as against Rs.2345.58 Lakhs for the period 2022-23.

#### 2. Expenditure

During the year 2022-23 the employee benefit expenses were Rs.1072.82 lakhs as against Rs.2459.33 Lakhs for the year 2021-22 Interest on Foreign Currency Convertible Bonds is provided each quarter though it is payable at the maturity of the bonds in 2024

#### 3. Depreciation and Amortisation

Depreciation on Tangible and Intangible assets was provided for the full year.

[64]

#### 4. Other Income- Net

Other income of the company includes Dividend income from investment in Shares of Listed Companies and gain on foreign exchange rate variation.

#### 5. Net Profit

The Company had earned a net profit of Rs. 67.95 lakhs as against Rs. 35.04 lakhs in the previous year.

#### 6. EPS after Exceptions

EPS for the year was Rs. 0.03 as against 0.03 in the previous year.

#### 7. Liquidity

Liquidity has remained challenging due to delayed realisations and reduced activity

#### 8. Related Party Transactions

Transactions with related parties have been made at an arm's length basis and hence are not prejudicial to the interest of the company.

These have been discussed in detail in Note no 31 to the standalone financial statements in this Annual report.

### IV. Opportunities and Threats

#### Our Strengths

We have positioned ourselves as a custom-built application development company suiting the requirements of mid and emerging companies.

Our strengths include:

**Product development** - We have invested time and effort in enhancing our domain expertise in health care, telecom, engineering, energy, logistics and retail segments. We have been able to quickly adopt to the emerging developments in trade practices and enabling new features to our products to keep our customers ahead of their expectations.

**End to End Offerings** - Our end-to-end business solutions include transaction processing, data management, integration with third party tools and applications, independent testing and validation , network and surveillance, IT Support and Analytics.

**Relationships:** We have long standing relationships with midsized companies and Government Business Units and are quite seasoned in their processes which enable us to seek repeat business. Our track record delivering quality solutions help us strengthen these relationships over time.

**Quality and Process Execution:** Our clients have always been appreciative of our process implementation procedures and documentation which helps us maintain a healthy relationship and achieve business value.

#### Our Strategy

Platforms: The emergence of digital platforms for day-to-day merchandise across domains has created a new business space for technology companies as service aggregators.

The company has adopted the aggregation of service model and has conceptualised platforms viz.

- (a) electronic health records repository : [www.indusayush.in](http://www.indusayush.in)
- (b) Arts & Crafts ecommerce of niche arts and crafts : [www.induscrafts.in](http://www.induscrafts.in)
- (c) Corporate Information System: [www.indusnetwork.in](http://www.indusnetwork.in)
- (d) Job Profile : [www.indusprofile.com](http://www.indusprofile.com)
- (e) Cargo/Logistics services of small fleet operators : [www.induscargo.in](http://www.induscargo.in)
- (f) Retail ecommerce aggregation of unorganised retail : [www.indusretail.in](http://www.indusretail.in)
- (g) Healthcare aggregation of health emergency services : [www.induskare.in](http://www.induskare.in)
- (h) E Learning aggregation of informal learning : [www.indusmaster.in](http://www.indusmaster.in)
- (i) content management : [www.indusmatter.in](http://www.indusmatter.in)

These platforms work on enrolling service providers with technology support.

On the other hand, the service receivers(customers) register by paying a subscription fee in some cases or simply registering and availing services.

The success of the platforms depends entirely on the marketing campaign and the customer base created.

#### Our Competition

We compete with small and midsized companies in Government and large corporations in application development, maintenance, and business process outsourcing segments.

#### V. Outlook, Risks & Concerns

- Our revenue and expenses are difficult to predict and can vary significantly from period to period.
- Our success largely depends upon retaining skilled technology professionals and our ability to hire, motivate and retain them.
- We are a company in mid segment space and may not be providing adequate confidence to companies / customers for long term contracts.
- We may not be able to sustain the working capital cycles.
- Our liquidity may not keep us comfortable to stay in the race in case of long sale cycles.

- We may be unable to recoup investments made in developing our software products.
- Our success depends on our management team and key personnel and our ability to attract and retain them.
- Our failures to complete fixed price and fixed time frame contracts or transaction-based pricing contracts within budget and on time may adversely affect our profitability.

We may not be able to provide end to end business solutions for our clients which could lead to clients discontinuing their work with us which in turn could impact our business.

## VI. Internal Control Systems and their adequacies

The MD and CFO certification provided in the Annual report discusses the adequacy of our internal control systems and procedures.

## VII. Material Developments in Human Resources / industrial relations, number of people employed.

### Human Capital

As of March 31st, 2024, the company employed about --- employees which include software engineers, trainees, process executives and administration.

### Recruitment

We have built our software programming skill set by recruiting new graduates from different Engineering colleges and IT training institutes.

We have recruited process executives from Government aided foundations and aided consultancies.

We have in place a robust process which includes aptitude tests and interviews followed by a technology task approach in screening our programmers.

### Training and development

Orchasp has always been conducting on the job training programmes on technology, business process, quality and presentation skills to mould its resources into techno commercial resources.

### Compensation and Benefits

Orchasp has always been a mid-sized company attracting trainees to build their capabilities. Orchasp has always been facing challenges to retain its talent from large corporations which offer packages linked to performance and E-SOPs. In order to address this challenge, Orchasp has been considering an E-SOP to retain its talent.

## Risk Management Framework:

In today's economic environment, Risk Management is a very important part of business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. Your Company's Board believes that to ensure sustainable business growth with stability of affairs and operations of the Company, periodical review of various risks having a bearing on the business and operations is vital to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities. Further, it is also belief of your management that Risk Management Framework enables a systematic approach to risk identification, leverage of any opportunities and provides treatment strategies to manage, transfer and avoid or minimize the impact of the risks.

Keeping in view of the above, your Company's risk management is embedded in the continuous business processes and as a part of review of business and operations, your Board with the help of the management periodically reviews various risks associated with the business and products of the Company and considers appropriate risk mitigation process. However there are certain risks which cannot be avoided but the impact can only be minimized.

The risks and concerns associated with each segment of your company's business are discussed while reviewing segment-wise Management and Discussion Analysis. The other risks that the management reviews also include:

- a. Industry & Services Risk: this includes Economic risks like demand and supply chain, Profitability, Gestation period etc.; Services risk like infrastructure facilities; Market risk like consumer preferences and distribution channel etc.; Business dynamics like inflation/deflation etc.; Competition risks like cost effectiveness
- b. Management and Operational Risk: this includes Risks to Property; Clear and well defined work process; changes in technology / up gradation; R&D Risks; Agency network Risks; Personnel & labour turnover Risk; Environmental and Pollution Control Regulations etc.; Locational benefits near metros
- c. Market Risk: this includes Raw Material rates; Quantities, quality, suppliers, lead time, interest rates risk and forex risk.
- d. Political Risk: this includes Elections; War risk; Country/Area Risk; Insurance risk like Fire, strikes, riots and civil commotion, marine risk, cargo risk etc.; Fiscal/Monetary Policy Risk including Taxation risk.
- e. Credit Risk: this includes Creditworthiness; Risk in settlement of dues by clients and Provisions for doubtful and bad debts.

**[66]**

- f. Liquidity Risk: this includes risks like Financial solvency and liquidity; Borrowing limits, delays; Cash/Reserve management risks and Tax risks.
- g. Disaster Risk this includes Natural calamities like fires, floods, earthquakes etc.; Manmade risk factors arising under the Factories Act, Mines Act etc.; Risk of failure of effective disaster Management plans formulated by the Company.
- h. System Risk this includes System capacities; System reliability; Obsolescence risk; Data Integrity risk & Co-ordination and Interface risk.
- i. Legal Risk: this includes Contract risk; Contractual liability; Frauds; Judicial Risk and Insurance risk.
- j. Government Policy: This includes Exemptions, import licenses, income tax and sales tax holidays, subsidies, tax benefits etc.

**Annexure - VII****Certificate of Corporate Governance****To,****The Members****Orchasp Limited****Hyderabad, Telangana State.**

I have examined the compliance of conditions of Corporate Governance by Orchasp Limited (CIN: L72200TG1994PLC017485) ('the Company'), for the year ended 31st March 2024, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the period April 1, 2023, to March 31, 2024.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examinations has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and based on the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement /Listing Regulations, as applicable.

I state that such compliance 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.



Place : Hyderabad  
Date : 30-08-2024

T. DURGA PALLAVI  
ACS NO. 23864  
C.P. NO.: 19724  
P.R. No.: 3876/2023  
UDIN Number : A023864F001086365



[68]

**Annexure - VIII****Certificate of Non-Disqualification of Directors**

**(As per clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations).**

**To,****The Members****Orchasp Limited****Hyderabad, Telangana State.**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Orchasp Limited having CIN L72200TG1994PLC017485 and having registered office at Plot No -19&20, Moti Valley, Trimulgherry, Secunderabad. TG 500015 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / 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 ending on 31st March, 2022 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.

S.No	Name	DIN	Date of Appointment
1	Mr. Kanakadandi Satya Shiva Kumar *	2103299	05-05-1994 *
2	Mr. Chandra Sekhar Pattapurathi	01647212	30-03-2021
3	Mr.Koteswara Rao Kanamarlapudi	06401491	30-09-1996
4	Mr.Srinivasa Reddy Bade	01384074	07-03-2016
5	Mr.Sai Roopkumar Vegunta	05317482	07-03-2016
6	Mr.bhattiprolu Vithaleswara Brahmananda Ravi Kishore	03271596	28-06-2021
7	Ms.Ponnari Gottipati	09075036	13-02-2021

\*Term of Office ended on 30-09-2023

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.



Place : Hyderabad  
Date : 30-08-2024

T. DURGA PALLAVI  
ACS NO. 23864  
C.P. NO.: 19724  
UDIN Number : A023864F001086310

**Annexure - IX****Managing Director and CFO Certification****The Board of Directors****Orchasp Limited, Secunderabad.****Dear Members of the Board,****I P.Chandra Sekhar, Managing Director & CFO, am responsible for the finance function certify that :**

1. We have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement, all the notes on accounts and the Boards Report.
2. These statements do not contain any materially untrue statement or omit to state any material fact or contain statements that might be misleading.
3. The financial statements and other financial information present a true and fair view of the Company's affairs, the Company's financial condition, results of operations, cash flows of the company for the period ended 31st March 2024 are in compliance with existing Accounting Standards, applicable laws and regulations.
4. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March 2024 are fraudulent, illegal or violative of the Company's code of conduct except as disclosed to the Company's auditors and the Company's audit committee of the Board of Directors.
5. We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
6. We have indicated to the auditors and the audit committee of the board of directors
  - (a) Significant changes in internal control over financial reporting during the year under
  - (b) Significant changes in accounting policies during the year that the same have been disclosed in notes to the financial statements and
  - (c) Instances of significant fraud if any, of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal control system over financial reporting.

For and on behalf of the Board of Directors of  
Orchasp limited



P. Chandra Sekhar  
Charman, MD & CFO  
DIN: 01647212

Place : Hyderabad  
Date : 05-09-2024



**Standalone  
Financial  
Statements**

## Independent Auditor's Report

### To the Members of Orchasp Limited

### Report on the Audit of the Standalone Ind AS Financial Statements

### Qualified Opinion

We have audited the accompanying Standalone Ind AS Financial Statements of Orchasp Limited ("the company"), which comprise the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended, and the notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Standalone Ind AS Financial Statements").

Based on the information and explanations provided to us, except for the possible effects of the matter described in the "Basis for Qualified Opinion" section of our report, we are of the opinion that the aforesaid standalone financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit including other comprehensive income, changes in equity and its cash flows for the year ended on 31st March 2024.

### Basis for Qualified Opinion

1. We refer to the carrying value of investments of Rs 6825 lakhs held in Wholly Owned Subsidiary at Portugal in Cybermate International, Unipessoal, LDA which has been non-operational for over three years. The Company has defaulted in statutory filings for the period and the Portuguese Authorities have issued a notice of cancellation of Certificate of Incorporation. We are unable to comment upon the carrying value of investments whether any provision for impairment in the value of investments is required.
2. The Company has not paid the Statutory Dues for a period of more than 6 Months from the date they became payable. The details are as given below:

S. No	Name of the Statute	Nature of Dues	Due amount (Rs. in Lakhs)
1	Income Tax Act, 1961	Tax Deducted at Source	38.68
2	Employees Provident Fund & Misc Provisions Act, 1952	Provident Fund	18.25
3	Telangana Professional tax Act, 1987	Professional Tax	0.59
4	Employee State Insurance Act,1948	Employees State Insurance	0.07
5	Income Tax Act,1961	Income Tax for AY 2009-10	643.94
6	Income Tax Act, 1961	Income Tax for AY 2011-12	66.78
7	Income Tax Act, 1961	Income Tax for AY 2012-13	392.38
8	Income Tax Act, 1961	Income Tax for AY 2013-14	383.56
9	Income Tax Act, 1961	Income Tax for AY 2013-14	118.26
10	Income Tax Act, 1961	Income Tax for AY 2014-15	224.09
11	Income Tax Act, 1961	Income Tax for AY 2019-20	142.78

3. The Trade Receivables are due from more than 6 months. In the absence of confirmations of Trade payables, Trade Receivables and various advances/loans, we are unable to comment on the extent to which such balances are payable/recoverable.

[72]

We conducted our audit of the Standalone Ind AS 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 Ind AS 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 (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Ind AS Financial Statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS Financial Statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in

our audit of the Standalone financial statements for the year ended March 31, 2024. These 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Standalone Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Standalone Financial Statements.

Key Audit Matter	How the Key Audit Matter was addressed in our audit
<p><b>1. Issue of Foreign Currency Convertible Bonds (FCCB)</b></p> <p>The company has issued FCCB of US\$ 1,05,00,000 (Rs.68,25,00,000/-), 1% coupon Foreign Currency Convertible Bonds due upon completion of five years from the date of issue. Interest is payable at the time of maturity only. The bonds will bear interest at the rate 1% per annum, from the interest commencement date up to the date prior to the date of maturity.</p>	<p>The recognition of FCCB in Books of Accounts as per "Ind AS 109- Financial Instruments" and "Ind AS 32- Financial Instruments". Presentation involves professional judgement relating to determination of repayment and convertible obligations over the tenure of FCCB's. The FCCB's converted into equity as on 31-03-2024 is for an amount of Rs. 6,50,00,000/- Refer Note No.33 in Notes to Standalone Ind AS Financial Statements.</p>
<p><b>2. Evaluation of uncertain tax positions</b></p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgement to determine the possible outcome of these disputes.</p>	<p>Obtained details of completed tax assessments and demands for the year ended March 31, 2024 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain Tax Positions as at April 1st 2024 to evaluate whether any change was required to management's position on these uncertainties.</p>

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the Standalone Ind AS Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Ind AS 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 Standalone Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Standalone Ind AS Financial Statements or with our

knowledge obtained during the course of our 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

### **Responsibilities of Management and those charged with governance for the Standalone Ind AS 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 Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS 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 Ind AS Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the Standalone Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that is appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists; we are required to draw attention in our auditor's report to the related disclosures in the Standalone Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Ind AS Financial Statements, including the disclosures, and whether the Standalone Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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



[74]

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

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

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

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and except for the effects of the matters described in the Basis for Qualified opinion paragraphs, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) Except for the effects of the matters described in the Basis for Qualified opinion paragraphs above, in our opinion, proper books of accounts as required by law have been kept by the Company
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) Except for the effects of the matters described in the Basis for Qualified opinion paragraphs above, in our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with relevant rules issued there under.
  - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 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 B". Our report expresses a qualified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
 

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Ind AS Financial Statements. (Refer Note No: 25 of Notes to Standalone Financial Statements)
  - ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (b) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts, no funds have been received

by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations in sub-clause (i) and (ii) of Rule 11(e), as provided under (iv) and (v) above contain any material misstatement.
- v. The company has not declared or paid any dividend during the year.

For P C N & Associates.  
Chartered Accountants  
FRN: 016016S



Sridhar Andhavarapu  
Partner  
Membership no: 213830  
UDIN: 24213830BKHNXC7918

Place: Hyderabad  
Date: 02.05.2024.

[76]

## Annexure - "A" To The Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the standalone financial statements of Orchasp Limited (the "Company"))

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

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
  - a. (A) The Company has maintained proper records showing full Particulars, including quantitative details and situation of Property, Plant & Equipment.
  - (B) The company has maintained proper records showing full Particulars of intangible assets.
  - b. As explained to us, Property Plant and Equipment have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable..
  - c. According to the information and explanations given to us and on the basis of our examination of records of the Company, there are no immovable properties held in the name of the Company.
  - d. According to the information and explanations given to us and on the basis of our examination of records, the company has not revalued the Property Plant and Equipment or intangible assets during the period under review.
  - e. As represented to us and according to the information given to us, the Company does not hold any Benami Property. No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. a. The Company does not have any inventory
- b. The Company has not been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, and Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- iv. As per the information and explanation given to us and in our opinion, the Company has not granted any loans or made any investments, or provided any guarantee or security to the parties covered under section 185 and 186 of the Act.
- v. The Company has not accepted any deposits during the year from the public within the meaning of the provisions of section 73 of "the Act" and hence directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of "the Act" the Rules framed there under are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company
- vii. According to the information and explanations given to us, in respect of statutory dues:
  - a. The company is not regular in depositing the undisputed statutory dues, including Provident Fund, Employees State Insurance and other material statutory dues applicable to it with the appropriate authorities.
  - b. There were undisputed amounts payable in respect of Provident fund, Employees state Insurance, Income Tax, and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable and the details are as under:

S. No	Name of the Statute	Nature of Dues	Due amount (Rs. in Lakhs)
1.	Income Tax Act, 1961	Tax Deducted at Source	38.68
2.	Employees Provident Fund & Misc Provisions Act, 1952	Provident Fund	18.25
3.	Telangana Professional tax Act, 1987	Professional Tax	0.59
4.	Employee State Insurance Act, 1948	Employees State Insurance	0.07

- c. According to the information and explanations given to us, and based on the records examined by us, amount outstanding towards income tax and FEMA on account of dispute are as under; (Refer Note No: 25 of Standalone Ind AS Financial statements)

S. No	Name of the Statute	Nature of Dues	U/S	DEMAND (Rs. In lakhs)	Period to which the Amount Relates	Forum where the Dispute is pending
1.	Income Tax Act,1961	Income Tax	154	643.94	2009-10	Pending with CIT (A) - NFAC
2.	Income Tax Act,1961	Income Tax	147 rws 144	66.78	2011-12	Pending with CIT (A) - NFAC
3.	Income Tax Act,1961	Income Tax	147	383.56	2013-14	Pending with CIT (A) - NFAC
4.	Income Tax Act,1961	Income Tax	143(3) rws 254	118.26	2013-14	Pending with CIT (A) - NFAC
5.	Income Tax Act,1961	Income Tax	143(3)	224.09	2014-15	Pending with CIT (A) - NFAC
6.	Income Tax Act,1961	Income Tax	147	392.39	2012-13	Pending with CIT (A) - NFAC
7.	Income Tax Act,1961	Income Tax	143(1)	142.79	2019-20	Pending with CIT (A) - NFAC
8.	Foreign Exchange Management Act.	Enforcement directorate penalty.	SEC 13 (1) OF FEMA	45,00,00,000/-	FY 2001-02 to 2011-12	Appeal Authority at Delhi
				45,00,00,000/-	FY 2011-12	
				21,57,12,000/-	FY 2011-12 to 2015-16	
				2,00,000/-	FY2004 TO 2008	

- viii. 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 surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961(43 of 1961) as income during the year.
- ix. (a) Based on our audit procedures and according to the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of records, the company has not been declared willful defaulter by any bank or financial institution or other lender.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on examination of the financial statements, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary or associate.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised any loans during the year on the pledge of securities held in its subsidiary or associate.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) The company has issued 2,00,00,000 shares each at Rs.2 to Mrs. P. Rajeshwari on preferential allotment basis during the year and the requirements of Section 42 and 62 of the Companies Act, 2013 have been complied with and the funds has been used for the purposes for which the funds were raised.
- xi. (a) Based on examination of books and records of the Company and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the year.

[78]

- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed in form ADT- 4 as prescribed under rule 13 of the companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- xii. The Company is not a nidhi company as per the provisions of the Act. Accordingly, the requirement to report on clause 3(xii) of the Order is not applicable to the Company.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. According to the information and explanations given to us, in our opinion, 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. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities as per the Reserve Bank of India Act, 1934.
- (c) The Company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended).
- xvii. The company has not incurred cash losses in the current financial year and there is no cash loss in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Standalone Ind AS Financial Statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet 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.
- xx. The Company is not covered under the provisions of Section 135 of the Companies Act, 2013.

For P C N & Associates.  
Chartered Accountants  
FRN: 016016S



Sridhar Andhavarapu  
Partner  
Membership no: 213830  
UDIN: 24213830BKHNXC7918

Place: Hyderabad  
Date: 02.05.2024.

## ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

Report on the Internal Financial Controls over Financial Reporting under clause (i) of the Sub-section 3 of the Section 143 of the Companies Act, 2013 ('The Act')

We have audited the internal financial controls over financial reporting of Orchasp Limited ('the company') as of 31st March 2024 in conjunction with our audit of Financial Statements of the company for the year ended on that date

### Management’s Responsibility for Internal Financial Controls

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

### Auditor’s Responsibility

Our responsibility is to express an opinion on the company’s internal financial controls over financial reporting based on our Audit. We conducted our audit in accordance with the Guidance note on Audit of Internal Financial Controls Over Financial Reporting ( the “Guidance Note”) and the standards on Auditing deemed to be prescribed 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 ICAI. These standards and guidance note require that we comply with ethical requirements and plan and performed the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our Audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor’s Judgement, including the assessment of the risk 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 and the company’s internal financial control system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes these policies and procedures that (1) pertain to the maintenance of records that, in reasonable detailed, 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 principles, and that receipts and expenditures are being made only in accordance with authorization 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 Limitation of Internal Financial Controls over Financial Reporting

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

### Qualified Opinion

In our opinion, except for the possible effects of the matter described in the basis for qualified opinion, the company has in all material respects reasonable internal financial controls system over financial reporting but not adequate and such internal financial controls over financial reporting were operating effectively as at March 31st



[80]

2024 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 ICAI.

For P C N & Associates.  
Chartered Accountants  
FRN: 016016S



Sridhar Andhavarapu  
Partner  
Membership no: 213830  
UDIN: 24213830BKHNXC7918

Place: Hyderabad  
Date: 02.05.2024

## Orchasp Limited

### Standalone Balance Sheet as at March 31, 2024

Particulars	Notes	As at 31 March,24	As at 31 March,23
		(INR - Lakhs)	(INR - Lakhs)
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant and Equipment	2	7.72	4.45
(b) Capital work-in-progress		-	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangible assets	3	1.41	1.41
(f) Intangible assets under development		-	-
(g) Financial Assets		-	-
(i) Investments	4	6,827.18	6,827.18
(ii) Receivables		-	-
(iii) Other financial assets		-	-
(h) Deferred tax assets (net)	5	6.63	7.80
(i) Other non-current assets		-	-
<b>Current assets</b>			
(a) Financial Assets			
(i) Investments	6	0.77	0.77
(ii) Trade receivables	7	10,755.89	10,358.08
(iii) Cash and cash equivalents	8	46.29	19.63
(iv) Bank balances other than(iii) above		-	-
(v) Loans		-	-
(vi) Others (to be specified)	9	5.04	8.03
(b) Current Tax Assets (Net)		-	-
(c) Other current assets	10	270.58	278.22
<b>Total Assets</b>		<b>17,921.50</b>	<b>17,505.57</b>

[82]

**Standalone Balance Sheet (Contd.)**

Particulars	Notes	As At 31 March,24	As At 31 March,23
		(INR - Lakhs)	(INR - Lakhs)
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	11	2,996.83	2,259.16
(b) Other Equity	12	7,811.29	7,841.01
<b>LIABILITIES</b>			
<b>Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade payables		-	-
(iii) Other financial liabilities (other than those specified in item (b), to be specified)	13	-	-
(b) Provisions		-	-
(c) Deferred tax liabilities (Net)		-	-
(d) Other non-current liabilities		-	-
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Trade payables	14	4,207.91	4,073.07
(ii) Other financial liabilities (other than those specified in item (c))	15	1,514.89	2,097.41
(b) Other current liabilities	16	958.84	836.57
(c) Provisions	17	176.83	156.23
(d) Current Tax Liabilities (Net)	18	254.90	242.13
<b>Total Equity and Liabilities</b>		<b>17,921.50</b>	<b>17,505.57</b>
Summary of significant accounting policies	1		

The accompanying notes 1-38 are integral part of standalone financial statement

For P C N & Associates  
Chartered Accountants  
Firm Regn. No. 016016S



Sridhar Andhavarapu  
Partner  
Membership No. : 213830  
UDIN: 24213830BKHNXC7918

For and on behalf of the Board



P. Chandra Sekhar  
Chairman, MD & CFO  
DIN: 01647212



V. S. Roop Kumar  
Director  
DIN: 05317482



Sangeeta Mundhra  
Company Secretary  
M.No 59771

Place: Hyderabad  
Date : 02-05-2024

<b>Orchasp Limited</b>			
<b>Statement of Standalone Profit and Loss for the Year ended March, 31, 2024</b>			
Particulars	Notes	As at 31 March,24	As at 31 March,23
		(INR - Lakhs)	(INR - Lakhs)
<b>Income</b>			
Revenue from operations	19	1,324.53	2,345.58
Other Income	20	80.01	492.09
<b>Total Income</b>		<b>1,404.54</b>	<b>2,837.67</b>
<b>Expenses</b>			
Consumption of Goods/Services		-	-
Purchases of Licenses for Software Applications		0.38	48.54
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress		-	
Employee benefits expense	21	1,072.82	2,459.33
Finance costs	22	66.80	77.62
Depreciation and amortization expenses	2 & 3	3.77	6.00
Other expenses	23	178.88	198.47
<b>Total expenses</b>		<b>1,322.65</b>	<b>2,789.95</b>
<b>Profit/(loss) before exceptional items and tax</b>		<b>81.89</b>	<b>47.72</b>
Exceptional Items			
<b>Profit/ (loss) before exceptions items and Tax</b>			
<b>Tax Expense:</b>			
(1) Current tax	18	12.77	11.97
(2) Deferred tax	5	1.17	0.74
<b>Profit (Loss) for the Period from continuing Operations</b>		<b>67.95</b>	<b>35.01</b>
<b>Profit/(Loss) from Discontinued Operations</b>		-	-
Tax expenses of discontinued Operations		-	-
<b>Profit/(Loss) from Discontinued Operations(after tax)</b>		-	-

[84]

**Standalone Profit and Loss (Contd.)**

Particulars	Notes	As at 31 March,24	As at 31 March,23
		(INR - Lakhs)	(INR - Lakhs)
<b>Profit/(Loss) for the Period</b>		67.95	35.01
<b>Other Comprehensive Income</b>			
A. (i) Items that will not be reclassified to profit or loss			
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B. (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Total Comprehensive Income for the period (XIII+XIV)Comprising Profit (Loss) and Other Comprehensive Income for the period)</b>		67.95	35.01
<b>Earnings per Equity Share (for continuing operation):</b>			
(1) Basic		0.03	0.03
(2) Diluted		0.03	0.03

Summary of significant accounting policies 1

The accompanying notes 1-38 are integral part of financial statements

For P C N & Associates  
Chartered Accountants  
Firm Regn. No. 016016S



Sridhar Andhavarapu  
Partner  
Membership No. : 213830  
UDIN: 24213830BKHNXC7918

For and on behalf of the Board



P. Chandra Sekhar  
Chairman, MD & CFO  
DIN: 01647212



V. S. Roop Kumar  
Director  
DIN: 05317482



Sangeeta Mundhra  
Company Secretary  
M.No 59771

Place: Hyderabad  
Date : 02-05-2024

## Orchasp Limited

### Standalone Cash Flow Statement for the year ended 31st March 2023

Particulars	As at 31 March 2024	As at 31 March 2023
	(INR - Lakhs)	(INR - Lakhs)
<b>A. Cash Flow from Operating Activities:</b>		
Profit before taxation	81.89	47.72
Adjustments for : -		
Depreciation	3.77	6.00
Interest Expense	66.80	77.62
Amortisation of Product Development Cost		
Diminution in value of investment		
Impairment of Intangible Asset		
Other Income	11.74	10.25
Dividend Income		0.04
Bad Debts Written Off		
<b>Operating Profit before working capital changes</b>	<b>140.72</b>	<b>121.05</b>
Increase / (Decrease) in Current Tax Liability	12.77	11.93
(Increase) / Decrease in Trade Receivables	-397.81	-2,965.99
(Increase) / Decrease in Other Current Assets	10.64	7.28
Increase / (Decrease) in Trade Payables	134.84	2,702.68
Increase / (Decrease) in Other Current Liabilities	122.28	166.40
Increase / (Decrease) in Short Term Provisions	20.60	11.40
Cash generated from Operations	44.05	54.76
Taxes Paid	12.77	11.93
<b>Net Cash Generated from Operating activities(A)</b>	<b>31.27</b>	<b>42.83</b>
<b>B. Cash Flow from Investing Activities :</b>		
Purchase of tangible assets/intangible assets (net) including transfer from CWIP	-7.04	-0.85
Sale of Fixed Assets		
Decrease in Capital Work In Progress		
Other Income	11.74	10.25
Dividend Income	-	0.04
(Increase) in Current Investments	0.00	
(Decrease) in Other Non Current liabilities	-	-
(Decrease) in Non Current Investments	-	-
Net Cash Flow from Investing Activities (B)	4.70	9.44



[86]

**Standalone Cash Flow Statement (Contd.)**

Particulars	As at 31 March 2024	As at 31 March 2023
	(INR - Lakhs)	(INR - Lakhs)
<b>C. Cash Flow from Financing Activities :</b>		
Issue of Share Capital	640.00	
Increase in other Equity		
Increase in Short Term Borrowings	-582.52	37.54
Interest Paid	-66.80	-77.62
<b>Increase in Long Term liabilities</b>	<b>-</b>	
<b>Net Cash from Financing Activities ( C )</b>	<b>-9.33</b>	<b>-40.07</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>26.65</b>	<b>12.20</b>
<b>Cash &amp; Cash Equivalents at the Beginning of the Year</b>	<b>19.63</b>	<b>7.44</b>
<b>Cash &amp; Cash Equivalents at the End of the Year</b>	<b>46.29</b>	<b>19.63</b>

## Notes

1.The Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) Statement of Cash Flows.

2. The accompanying notes are an integral part of the financial statements.

3. Previous year figures have been regrouped /reclassified to conform to current year classification.

4. Cash and Cash Equivalents Comprise

	As at 31 March 2024	As at 31 March 2023
Cash on hand	2.07	4.49
Balances with Banks in Current and Deposit Accounts	44.22	15.15
<b>Total</b>	<b>46.29</b>	<b>19.63</b>

For P C N & Associates  
Chartered Accountants  
Firm Regn. No. 016016S



Sridhar Andhavarapu  
Partner  
Membership No. : 213830  
UDIN: 24213830BKHNXC7918

For and on behalf of the Board



P. Chandra Sekhar  
Chairman, MD & CFO  
DIN: 01647212



V. S. Roop Kumar  
Director  
DIN: 05317482



Sangeeta Mundhra  
Company Secretary  
M.No 59771

Place: Hyderabad  
Date : 02-05-2024

## Note 1: Significant Accounting Policies

### 1. Corporate information

Orchasp Limited is Public limited company incorporated in India with its registered and corporate office at 19 & 20, Moti Valley, Trimulgherry, Secunderabad. India. The Company is listed on the BSE Limited. The company is engaged in providing IT Services, solutions, platforms and has been providing services to Health Care, Telecom, Manufacturing, Engineering, Energy, Retail and Railways.

The financial statements for the year ended 31st March 2024 were approved by the Board of Directors on the 02nd May 2024.

#### a. Basis Of Preparation Of Financial Statements:

##### Compliance with Ind AS

The Company has adopted Indian Accounting Standards (the "Ind AS") notified under Section-133 of the Companies Act, 2013 (the "Act"), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act as applicable. The Standalone Financial Statements provide comparative information in respect of previous year.

##### i. Historical Cost Convention

These Financial Statements have been prepared under the historical cost convention on the accrual basis except for certain financial assets and liabilities (including derivative instruments) which are measured at fair value.

##### ii. Current versus Non-Current Classification:

All assets and liabilities have been classified as current or non-current as per the company's operating cycle and other criteria set out in the schedule III to the Companies Act 2013. Based on the nature of products and services and their realisation in cash and cash equivalents the company has ascertained its operating cycle as 12 months for the purpose of current - noncurrent classification of assets and liabilities.

##### iii. Functional and Presentation Currency :

The Financial Statements are presented in Indian Rupees (\*) which is the Company's functional and presentation currency, and all amounts are rounded to the nearest rupees in lakhs.

### 2. Summary of Significant Accounting Policies

#### a. Property, Plant & Equipment:

##### i. Recognition and measurement

Property, Plant & Equipment are stated at cost less accumulated depreciation and impairment losses, if any.

Costs include costs of acquisitions or constructions including incidental expenses thereto, borrowing costs and other attributable costs of bringing the asset to its working condition for its intended use and are net of available duty/tax credits.

Subsequent expenditure relating to Property, Plant & Equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in Statement of Profit & Loss as incurred.

Gains or losses arising from discard/sale of Property, Plant & Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of Profit & Loss when the asset is discarded/sold.

##### ii. Depreciation

The company depreciates property plant and equipment on straight-line-method (SLM) as per the useful life of assets, as estimated by the management/ independent professional, which are generally in line with Schedule-II to the Companies Act, 2013

#### b. Intangible assets:

##### i. Recognition and measurement

Intangible assets acquired separately are measured on initial recognition at cost.

Subsequent to initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. In case of internally generated intangible asset arising from development activity is recognised at cost only if its probable that the asset would generate future economic benefit and the expenditure attributable to said assets during its development can be measured reliably. Capital expenditure on purchase and development of identifiable on monetary assets without physical substance is recognised as Intangible Assets when:

It is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the cost of the asset can be measure reliably.

##### ii. Depreciation

The company Amortises/Depreciates Intangible Assets on the basis of estimated useful lives of Intangible assets are as follows:

Software acquired.

Particulars	Useful life
Software License	2 Years

Software internally developed

Particulars	Useful life
Product/Platform	4 Years

[ 88 ]

**c. Impairment:**

The carrying amount of Property, Plant & Equipment, Intangible Assets and Investment Property are reviewed at each Balance Sheet date to assess impairment, if any based on internal/external factors. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is recognised as an expense in the Statement of Profit & Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed, if there has been an improvement in recoverable amount.

**d. Foreign Currency Transactions:****i. Functional and Presentation Currency:**

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ("functional Currency"). The financial Statements are presented in Indian rupee (INR), which is the company's functional and presentation currency.

**ii. Transactions and Balances:**

Transactions in foreign currencies are translated into functional currency of the Company at rates prevailing at the date of the transaction. Foreign exchange gain or losses resulting from the settlement of such transactions and from translation of monetary assets and liabilities denominated in foreign currencies at the year-end exchange rates are generally recognised in Profit & Loss and reported with in Foreign exchange gain/(losses), except when deferred in other comprehensive income as qualifying cashflow hedges.

Non-monetary items that are measured in times of historical cost in a foreign currency are translated using the exchange rates at the dates of the transaction. Non-monetary items (other than investment in shares of Subsidiaries, Joint Ventures, and Associates) carried at Fair Value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the Fair Value was determined. Exchange component of the gain or loss arising on fair valuation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to such exchange difference.

**e. Revenue Recognition:**

The Company derives revenue primarily from software development, maintenance of software/hardware and allied services, sale of software licenses, subscriptions for services and ecommerce.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

The Company recognised revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below.

The Company computes its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

**i. Time and Material Contracts**

Revenues and costs relating to time and materials contracts are recognized as the related services are rendered.

**ii. Fixed- Price Contracts:**

Revenues from fixed-price contracts, including IT Infrastructure development and integration contracts are recognized using the "percentage of completion" method. Percentage of completion is determined based on efforts or costs incurred to date as a percentage of total estimated efforts or costs required to complete the project. The efforts or cost expended are used to measure progress towards completion as there is a direct relationship between input and productivity. If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable.

When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of income in the period in which such losses become probable based on the current contract estimates.

Advance payments received from customers for which no services have been rendered are presented as 'Advance from customers.

**iii. Services Contracts:**

Revenue from services contracts is recognized ratably over the period of the contract using the percentage of completion method. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognized on a straight-line basis over the specified period unless some other method better represents the stage of completion. In certain projects, a fixed quantum of service or output units is agreed at a fixed price for a fixed term. In such contracts, revenue is recognized with respect to the actual output achieved till date as a percentage of total contractual output. Any residual service unutilized by the customer is recognized as revenue on completion of the term.

**iv. Sale of Licenses & Subscriptions**

Revenue from sale of licenses and support are recognized when the significant risks and rewards of ownership have been transferred to the buyer, continuing managerial involvement usually associated with ownership and effective control have ceased, the amount of revenue can be measured reliably, it is probable that economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenues from Sale of Subscriptions shall be recognized linear to the period of the contract.

**v. Ecommerce/Retail**

Revenue from Ecommerce transactions i.e., sale of third-party products/applications/services shall be recognized on realization of the merchandise.

**vi Other Income**

Profit on Sale of investments is recorded on transfer of title from the company and is determined as the difference between the sale price and the carrying amount of the investment.

Dividend income is recognized when the company's right to receive dividends is established.

Interest income on time deposits is recognized using time proportion basis taking into account the amount outstanding and applicable interest rates.

**f. Income Tax:**

Income Tax comprises current and deferred tax.

**Current tax** is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws, prevailing in the respective tax, jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

The company offsets current tax assets and current tax liabilities, where it has legally enforceable right to set off the recognised amounts and where it intends to settle on net basis, or to realise the asset and liability simultaneously.

**Deferred tax** is provided on temporary difference arising between the tax bases of assets & liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax is measured using the tax rate that are expected to apply in the year when the asset is realized, or the liability is settled based on the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized directly in equity/other comprehensive income (OCI) is recognised in equity/ other comprehensive income (OCI) and not in the statement of Profit & Loss. Deferred tax asset is recognised to the extent that it is probable that sufficient future taxable profit will be available against which the deductible temporary differences and the carry forward unused tax credits and unused tax losses can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

**Minimum Alternate Tax (MAT)** credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

**g. Provisions, Contingent Liabilities, Commitments and Contingent Assets:**

Provisions are recognised for present obligations of uncertain timing or amount arising as a result of a past event where a reliable estimate can be made, and it is probable that an outflow of resources

embodying economic benefits will be required to settle the obligation.

Where it is not probable that an outflow of resources embodying economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability and commitments, unless the probability of outflow of resources embodying economic benefits is remote. Contingent assets are not recognised but disclosed in the Financial Statements when an inflow of economic benefits is probable.

**h. Earnings per Share:**

Basic earnings per share is computed using the net profit/(loss) for the year (without taking impact of OCI) attributable to the equity shareholders and weighted average number of shares outstanding during the year. The weighted average numbers of shares also include fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures, or any other instrument, from the date consideration is received (generally the date of their issue) of such instruments. The diluted EPS is calculated on the same basis as basic EPS after adjusting for the effect of potential dilutive equity shares unless impact is anti-dilutive.

**i. Segment Reporting:**

In accordance with the requirement of AS-108 on Segment reporting, the company has determined its business segment as Computer Programming Consultancy and related services. There are no other primary reportable segments. Thus, the segment revenue, segment result, total carrying amount of segment liabilities, total cost incurred to acquire segment assets, the total amount of charge for depreciation during the year are all reflected in the financial statement of the company for the year ended **31st March 2024**.

There are no secondary reportable segments (Geographical Segments).

**j. Financial Assets**

Initial Recognition and Measurement: All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTP L), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. "

"Revenue Recognition: Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

**Financial asset at fair value through other comprehensive income:**

A financial asset is subsequently measured at fair value through other comprehensive income which is held with objective to achieve both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give

[90]

rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an election for its investments which are classified as equity instruments (other than investment in shares of Subsidiaries, Joint Ventures, and Associates) to present the subsequent changes in fair value through profit and loss account.

#### **Financial assets at fair value through profit or loss:**

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss. The Company has elected to measure its investments, which are classified as equity instruments (other than investment in shares of Subsidiaries, Joint Ventures, and Associates) at fair value through profit and loss account.

#### **(iii) Impairment of financial assets:**

The company assesses at each balance sheet date whether a financial asset is impaired. The company recognises the loss if any on such impairment in accordance with IND AS 109.

#### **(iv) Financial Liabilities:**

Financial liabilities are subsequently carried at amortized cost using the effective interest method. Financial liabilities at fair value through profit and loss includes financial liability held for trading and financial liability designated upon initial recognition as at fair value through profit and loss.

#### **k. Investment in Subsidiaries, Associates and Joint Ventures:**

Investment in equity shares of subsidiaries, associates and joint ventures is carried at cost in the standalone financial statements.

#### **l. Earnings per share:**

The basic earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.

#### **m. Employee Benefits:**

Contributions to Provident and Employee State Insurance etc. accruing during the accounting period are charged to the statement of Profit and Loss. Provision for liabilities in respect of gratuity are accrued and provided at the end of each accounting period. Gratuity liability towards existing eligible employees will be met by the fund administered by LIC.

### **3. Critical Accounting - Estimates, Assumptions and Judgements:**

The preparation of Financial Statements in conformity with Indian Accounting Standards (Ind AS) requires management to make judgements,

estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures at the date of the Financial Statements. The judgements, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision effects only that period or in the period of the revision and future periods if the revision affects both current and future years and if material, their effects are disclosed in the notes to the Financial Statements. Actual results could vary from these estimates.

The company has given due consideration of the possible effects that may result from the pandemic related to covid-19 on the carrying number of receivables and unbilled revenues.

Estimates and underlying assumptions are reviewed on a regular basis. The following areas of revenues, expenses, assets, and liabilities are likely to be impacted by events which give rise to revision of estimates made.

#### **(i) Revenue**

The company uses estimates for computation of costs and efforts as a proportion of total costs and efforts made. These estimates are then used to derive the progress made towards completion of the contract.

#### **(ii) Provisions/Expenses**

Provision for future expenses, liabilities are made on some occasions on the basis of pending effort for completion.

#### **(iii) Property, Plant & Equipment:**

External advisor and/or internal technical team assesses the remaining useful life and residual value of property, plant & equipment. Management believes that the assigned useful lives and residual values are reasonable.

#### **(iv) Intangibles:**

Internal technical and user team assess the remaining useful lives of intangible assets. Management believes that assigned useful lives are reasonable. All intangibles are carried at net book value on transition.

#### **(v) Income taxes**

The provision for income tax at the end of each period is made on the basis of estimates on revenues and the receivables.

#### **(vi) Other Estimates:**

The Company estimates the un-collectability of accounts receivables by analysing historical payment patterns, customer concentrations, customer creditworthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.



## Statement of Changes In Equity (Standalone) for the Year Ended 31st March, 2024

(INR - Lakhs)

### A. Equity Share Capital

(1) Current Reporting Period		(2) Previous Reporting Period	
Balance at the beginning of the current reporting period	2,259.16	Restated balance at the beginning of the current reporting period	737.66
Changes in equity share capital during the current year	-	Changes in equity share capital during the previous year	-
Balance at the end of the current reporting period	2,259.16	Balance at the end of the previous reporting period	2,259.16

### B. Other Equity

Particulars	Share Application money pending Allotment	Equity Component of Compound Financial Instruments	Securities Premium Reserve	Retained Earnings	General Reserve	Reserves & Surplus			Other Comprehensive Income through other Comprehensive Income	Money Received against Share Warrant	Total Equity Attributable to Equity Holders of the Company
						Share Warrants	Business Transfer Adjustment Reserve	Other items of other Comprehensive Income			
<b>Balance as at 1st April, 2023</b>	-	-	731.27	1,324.13	-	-	5,788.60	-	-	-	7,841.01
Changes in equity for the year ended March 31, 2023	-	-	-	-	-	-	-650.00	-	-	-	-650.00
Increase in share capital on account of fresh issue	-	-	552.34	-	-	-	-	-	-	-	552.34
Issue of Share Warrants	-	-	-	-	-	-	-	-	-	-	-
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	-	-	-	-	-
Fair Valuation of investments, net of tax effect	-	-	-	-	-	-	-	-	-	-	-
Equity Instruments through other comprehensive income, net of tax effect	-	-	-	-	-	-	-	-	-	-	-
Reversal of Provision	-	-	-	-	-	-	-	-	-	-	-
Profit for the Period	-	-	-	67.95	-	-	-	-	-	-	67.95
<b>Balance as at 31st March, 2024</b>	-	-	1,283.61	1,392.08	-	-	5,135.60	-	-	-	7,811.29

(INR - Lakhs)



[ 92 ]

(INR - Lakhs)

**Statement of Changes In Equity (Standalone)(Contd.)**

Particulars	Reserves & Surplus							Other Comprehensive Income			Total Equity Attributable to Equity Holders of the Company	
	Share Application Money Pending Allotment	Equity Component of Financial Instruments	Securities Premium Reserve	Retained Earnings	General Reserve	Share Warrants	Business Transfer Adjustment Reserve	Equity Instruments through other Comprehensive Income	Items of other Comprehensive Income	Other		Money Received Against share Warrant
<b>Balance as at 1st April, 2022</b>	-	-	<b>296.27</b>	<b>1,289.08</b>	-	-	-	<b>6,500.56</b>	-	-	-	<b>8,085.91</b>
Changes in equity for the year ended March 31, 2022	-	-	-	-	-	-	-	-715.00	-	-	-	-715.00
Increase in share capital on account of fresh issue	-	-	435.00	-	-	-	-	-	-	-	-	435.00
Issue of Share Warrants	-	-	-	-	-	-	-	-	-	-	-	-
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	-	-	-	-	-	-
Fair Valuation of investments, net of tax effect	-	-	-	-	-	-	-	0.05	-	-	-	0.05
Equity Instruments through other comprehensive income, net of tax effect	-	-	-	-	-	-	-	-	-	-	-	-
Reversal of Provision	-	-	-	-	-	-	-	-	-	-	-	-
Profit for the Period	-	-	-	35.05	-	-	-	-	-	-	-	35.05
<b>Balance as at 31st March, 2023</b>	-	-	<b>731.27</b>	<b>1,324.13</b>	-	-	-	<b>5,785.60</b>	-	-	-	<b>7,841.01</b>

For and on behalf of the Board

For P C N & Associates  
Chartered Accountants  
Firm Regn. No. 0160165



Sridhar Andhavarapu  
Partner  
Membership No. 213830  
UDIN: 24213830BKHNXC7918



P. Chandra Sekhar  
Chairman, MD & CFO  
DIN : 01647212



V. S. Roop Kumar  
Director  
DIN: 05317482



Sangeeta Mundhra  
Company Secretary  
M.No 59771

Place: Hyderabad  
Date: 02-05-2024

## Note 2 : Property, Plant & Equipment

The changes in the carrying value of property, plant and equipment for the year ended March 31,2024

(INR - Lakhs)

Particulars	Build-ings	Electrical Equip-ment	Office Equip-ment	Computer Equip-ment	Furniture and Fixtures	Total
<b>Gross Carrying Value as of 1st April, 2023</b>	-	59.39	20.84	149.68	130.05	359.97
Additions	-	-	-	6.60	0.44	7.04
Deductions	-	-	-	-	-	-
<b>Gross Carrying Value as of 31st March, 2024</b>	-	59.39	20.84	156.29	130.49	367.01
Additions	-	-	-	-	-	-
Deductions	-	-	-	-	-	-
<b>Accumulated depreciation as of April 1, 2023</b>	-	58.60	20.84	149.55	126.53	355.52
Depreciation	-	0.08	-	1.93	1.76	3.77
Accumulated depreciation on deletions	-	-	-	-	-	-
<b>Accumulated depreciation as of March 31, 2024</b>	-	58.68	20.84	151.48	128.29	359.29
Carrying Value as of March 31, 2024	-	0.72	-	4.81	2.20	7.72
Carrying Value as of April 1, 2023	-	0.80	-	0.14	3.52	4.45

## Note 2 : Property, Plant & Equipment

The changes in the carrying value of Property, Plant and Equipment for the year ended March 31,2023

(INR - Lakhs)

Particulars	Buildings	Electrical Equip-ment	Office Equip-ment	Comput-er Equip-ment	Furniture and Fixtures	Total
<b>Gross Carrying Value as of 1st April, 2022</b>	-	58.54	20.84	149.68	130.05	359.12
Additions	-	0.85	-	-	-	0.85
Deductions	-	-	-	-	-	-
<b>Gross Carrying Value as of 31st March, 2023</b>	-	59.39	20.84	149.68	130.05	359.97
Additions	-	-	-	-	-	-
Deductions	-	-	-	-	-	-
<b>Accumulated depreciation as of April 1, 2022</b>	-	58.54	20.84	145.36	124.77	349.51
Depreciation	-	0.05	-	4.19	1.76	6.00
Accumulated depreciation on deletions	-	-	-	-	-	-
<b>Accumulated depreciation as of March 31, 2023</b>	-	58.60	20.84	149.55	126.53	355.52
Carrying Value as of March 31, 2023	-	1	-	0.14	3.52	4.45
Carrying Value as of April 1, 2022	-	-	-	4.33	5.28	9.61

[ 94 ]

**Note 3 : Intangible Assets**

The changes in the carrying value of acquired intangible assets for the year ended March 31, 2024 are as follows:

(INR - Lakhs)

Particulars	Total
<b>Gross carrying value as of 1st April, 2023</b>	<b>3,848.46</b>
Additions	-
Deletions	-
<b>Gross carrying value as of March 31, 2024</b>	<b>3,848.46</b>
Accumulated amortisation as of 1st April, 2023	3,847.06
Amortisation expenses	-
Deletions	-
<b>Accumulated amortisation as of March 31, 2024</b>	<b>3,847.06</b>
<b>Carrying value as of March 31, 2024</b>	<b>1.41</b>
<b>Carrying value as of March 31, 2023</b>	<b>1.41</b>

**Note 3 : Intangible Assets**

The changes in the carrying value of acquired intangible assets for the year ended March 31, 2023 are as follows:

(INR - Lakhs)

Particulars	Total
<b>Gross carrying value as of 1st April, 2022</b>	<b>3,848.46</b>
Additions	-
Deletions	-
Gross carrying value as of March 31, 2023	3,848.46
Accumulated amortisation as of 1st April, 2022	3,847.06
Amortisation expenses	-
Deletions	-
<b>Accumulated amortisation as of March 31, 2023</b>	<b>3,847.06</b>
<b>Carrying value as of March 31, 2023</b>	<b>1.41</b>
<b>Carrying value as of March 31, 2022</b>	<b>1.41</b>

**Note 4 : Financial Investments**

(INR - Lakhs)

Particulars	As at March 31,2024	As at March 31,2023
Investment in Subsidiaries		
Equity Shares		
Cybermate Infotek Limited Inc.USA	2.18	2.18
Cybermate International, Unipessol, LDA	6,825.00	6,825.00
<b>Total Non Current Investments</b>	<b>6,827.18</b>	<b>6,827.18</b>

**Note 5 : Deferred Tax Asset**

(INR - Lakhs)

Particulars	As at March 31,2024	As at March 31,2023
Opening Deferred tax Asset	7.80	8.54
During the Year	-1.17	-0.74
<b>Deferred Tax Liability/ ( Asset ) - Net</b>	<b>6.63</b>	<b>7.80</b>

**Note 6 : Current Investments**

(INR - Lakhs)

Particulars	As at March 31,2024	As at March 31,2023
Equity instruments of other Companies-Quoted		
Tech Mahindra Ltd @ Rs.1103.2 (20 equity shares of Rs.5/-each)	0.22	0.22
HCL Infosystems Ltd @ Rs.12.50 (100 Equity Shares of Rs. 2/- each)	0.01	0.01
Canara Bank Ltd @ 194.40 (15 Equity Shares of Rs.10/- each)	0.04	0.04
HCL Technologies Ltd @ Rs.1098.15 (40 Equity Shares of Rs.2/- each)	0.44	0.44
APTECH LTD @ Rs.2.0 (25 Equity Shares of Rs.2/- each)	0.00	0.00
ITC Ltd @ Rs.378.93 (15 Equity Shares of Rs.1/- each)	0.06	0.06
<b>Total Current Investments</b>	<b>0.77</b>	<b>0.77</b>

**Note 7 : Trade Receivables**

(INR - Lakhs)

Particulars	As at March 31,2024	As at March 31,2023
Current		
Unsecured		
Considered good	10,755.89	10,358.08
Considered doubtful	-	-
Notes : We have made Disclosure in accordance with Schedule III to Companies Act in <b>Note: 27</b>		
<b>Total Trade Receivables</b>	<b>10,755.89</b>	<b>10,358.08</b>

**Note 8 : Cash & Cash Equivalents**

(INR - Lakhs)

Particulars	As at March 31,2024	As at March 31,2023
Balances with Banks		
In Current & Deposit accounts	44.22	15.15
Cash on hand	2.07	4.49
<b>Total Cash &amp; Cash Equivalents</b>	<b>46.29</b>	<b>19.63</b>

**Note 9 : Other Financial Assets**

(INR - Lakhs)

Particulars	As at March 31,2024	As at March 31,2023
Current		
Security Deposits	1.74	4.73
Rental Deposits	3.30	3.30
<b>Total Other Financial Assets</b>	<b>5.04</b>	<b>8.03</b>

[96]

**Note 10 : Other Current Assets**

(INR - Lakhs)

Particulars	As at March 31,2024	As at March 31,2023
Current		
Advances Recoverable in cash or kind	20.34	17.98
Advance Taxes & Duties	250.24	260.25
Other Current Assets	-	-
<b>Total Other Current Assets</b>	<b>270.58</b>	<b>278.22</b>

**Note 11 : Share Capital**

(INR - Lakhs)

Particulars	As at March 31,2024	As at March 31,2023
Equity Share Capital		
Authorised	8,500.00	8,500.00
C.Y 42,50,00,000 ( P.Y. 42,50,00,000) shares of Re.2/- each		
Issued,Subscribed and Paid up	2,996.83	2,259.16
C.Y 14,98,41,358 ( P.Y.11,29,58,241 ) Equity Shares of Re.2/- each		
<b>Total Paid up Equity Share Capital</b>	<b>2,996.83</b>	<b>2,259.16</b>

**Authorised**

The Company's Authorised Capital is of Rs.8500.00 lakh (Previous Year Same) distributed into 42,50,00,000 (Previous Year Same) Equity Shares Of Rs. 2/- each

**Issued, Subscribed & Paid-Up**

The Issued and Subscribed Capital of the Company as at 31st March 2024 is of Rs.2996.83 lakh represented by 14,98,41,358 Equity shares of Rs. 2/- each and Paid up Capital as at 31st March 2023 is of Rs.2259.16 lakh represented by 11,29,58,281 Equity Shares of Rs. 2/- each .

**The Reconciliation of the Equity Share Capital of the Company is given as under:**

	Amount in lakhs, except as stated otherwise					
	Issued & Subscribed		Fully Paid-up		Partly Paid-up	
	Number of Shares	INR - Lakhs	Number of Shares	INR - Lakhs	Number of Shares	INR - Lakhs
Balance as at 31st March 2023	11,29,58,241	2,259.16	11,29,58,241	2,259.16	-	-
Add :Issue of Shares on Conversion of 10 Nos FCCBs on 10th June 2024	1,68,83,117	337.66	1,68,83,117	337.66	-	-
Add :Issue of Shares to Promoter on Preferential Allotment basis on 17th October 2023	2,00,00,000	400.00	2,00,00,000	400.00	-	-
<b>Balance as at 31st March 2024</b>	<b>14,98,41,358</b>	<b>2,996.83</b>	<b>14,98,41,358</b>	<b>2,996.83</b>	<b>-</b>	<b>-</b>

The Company's Paid-up Capital of Rs. 2996.83 lakh ( Previous Year Rs.2259.16 lakh ) Equity Shares of Rs.2/- each, is distributed as under

Shareholders holding more than 5% of the paid up Capital	As at 31st March 2024		As at 31st March 2023	
	Number of Shares	%	Number of Shares	%
a) Promoter & Promoter Group				
1. Mrs.P.Rajeswari	2,85,48,372	7.57	85,48,372	7.57
2. Mr.P.Chandra Sekhar	78,04,371	6.94	78,04,371	6.94
b) Others- bond holders	-	-		
1. Global Focus Fund	-	-	80,08,438	7.09

Shares held by Promoters at the end of the year 31-03-2024			% Change during the Year
Promoter name	No. of Shares	% of Total shares	
P.Rajeswari	2,85,48,372	19.05	11.48
P Chandra Sekhar	78,04,371	5.21	-
P C Pantulu	5,65,820	0.38	-
K S Shiva Kumar	193,010	0.13	-
K Koteswara Rao	178,200	0.12	-
<b>Total</b>	<b>3,72,89,773</b>	<b>24.89</b>	<b>11.48</b>

## Note 12 : Other Equity

(INR - Lakhs)

Particulars	Reserves & Surplus					Other Comprehensive Income		Total Equity attributable to equity holders of the company
	Securities Premium Reserve	Retained Earnings	General reserve	Share Warrants	Business transfer adjustment reserve	Equity Instruments through other comprehensive income	Other items of other comprehensive income	
<b>Balance as at 1st April,2022</b>	<b>296.27</b>	<b>1,289.08</b>	-	-	-	<b>6,500.56</b>	-	<b>8,085.91</b>
Changes in equity for the year ended March 31,2022	-	-	-	-	-	-715.00	-	-715.00
Increase in share capital on account of fresh issue	435.00	-	-	-	-	-	-	435.00
Issue of Share Warrants	-	-	-	-	-	-	-	-
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	-	-
Fair Valuation of investments, net of tax effect	-	-	-	-	-	0.05	-	0.05
Equity Instruments through other comprehensive income, net of tax effect	-	-	-	-	-	-	-	-
Reversal of Provision	-	-	-	-	-	-	-	-
Profit for the Period	-	35.05	-	-	-	-	-	35.05
<b>Balance as at 31st March,2023</b>	<b>731.27</b>	<b>1,324.13</b>	-	-	-	<b>5,785.60</b>	-	<b>7,841.01</b>
<b>Balance as at 1st April,2023</b>	<b>731.27</b>	<b>1,324.13</b>	-	-	-	<b>5,785.60</b>	-	<b>7,841.01</b>



[ 98 ]

**Note 12 : Other Equity (contd.)**

Changes in equity for the year ended March 31,2023	-	-	-	-	-	-650.00	-	-650.00
Increase in share capital on account of fresh issue	552.34	-	-	-	-	-	-	552.34
Issue of Share Warrants	-	-	-	-	-	-	-	-
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	-	-
Fair Valuation of investments, net of tax effect	-	-	-	-	-	-	-	-
Equity Instruments through other comprehensive income, net of tax effect	-	-	-	-	-	-	-	-
Reversal of Provision	-	-	-	-	-	-	-	-
Profit for the Period	-	67.95	-	-	-	-	-	67.95
<b>Balance as at 31st March,2024</b>	<b>1,283.61</b>	<b>1,392.08</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,135.60</b>	<b>-</b>	<b>7,811.29</b>

**Note 13 : Financial Liabilities**

(INR - Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Other Financial Liabilities	-	-
<b>Total Other Financial Liabilities</b>	<b>-</b>	<b>-</b>

**Note 14 : Trade Payables**

(INR - Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Dues to other than Micro and small enterprises		
(A) Total Outstanding dues to Micro Enterprise and small Enterprise	-	-
(B) Total Outstanding dues of creditors other than Micro Enterprise and small Enterprise	4,207.91	4,073.07
Notes : We have not received intimation from any vendor/creditor confirming their status under MSME category hence this classification		
<b>Total Trade Payables</b>	<b>4,207.91</b>	<b>4,073.07</b>

Notes : We have made Disclosure in accordance with Schedule III to Companies Act in **Note: 26**

**Note 15 : Other Financial Liabilities**

(INR - Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Current maturities of Long Term Borrowings	-	-
Short Term Borrowings		
From Related Parties *	1,264.60	1,830.79
From Others	250.29	266.62
* Notes : We have made adequate disclosure under Related Party Transaction in <b>Note No 31</b>		
<b>Total Other Financial Liability</b>	<b>1,514.89</b>	<b>2,097.41</b>

**Note 16 : Other Current Liabilities**

(INR - Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Interest Payable		
Outstanding Expenses Payable	-	-
Audit Fee Payable	14.76	12.26
Directors Remuneration Payable	502.13	459.84
Other Payable	441.94	364.46
<b>Total Other Current Liabilities</b>	<b>958.84</b>	<b>835.57</b>

**Note 17 : Provisions**

(INR - Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Employee Benefits		
PF Payable	18.25	24.67
ESI Payable	0.07	2.83
PT Payable	0.60	3.19
<b>Salaries Payable</b>	<b>119.22</b>	<b>79.89</b>
Others		
Statutory Liabilities	38.19	45.15
Others	0.50	0.50
<b>Total Provisions</b>	<b>176.83</b>	<b>156.23</b>

**Note 18 : Income Tax Liability**

(INR - Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Income Tax	242.13	230.20
Current Year Income Tax (Net)	12.77	11.93
<b>Total</b>	<b>254.90</b>	<b>243.13</b>

**Note 19 : Revenue from Operations**

(INR - Lakhs)

S. No.	Particulars	Year Ended 31.03. 2024	Year Ended 31.03. 2023
I	Revenue from Operations		
	Export Sales	1,260.24	117.89
	Domestic Sales	64.29	2,227.69
	<b>Total Revenue from Operations</b>	<b>1,324.53</b>	<b>2,345.58</b>

[100]

**Note 20 : Other Income**

(INR - Lakhs)

S. No.	Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
I	(a) Dividend Income	-	0.04
	(b) Net Gain on sale of Investments / Assets	-	-
	(c) Other non-operating income	10.02	-
	(d) Other income	1.72	10.25
	(e) Exchange Rate Variation	68.27	481.80
	<b>Total Other Income</b>	<b>80.01</b>	<b>492.09</b>

**Note 21 : Employee Benefit Expenses**

(INR - Lakhs)

S. No.	Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
I	(a) Salaries & Wages	1,070.97	2,457.31
	(b) Contribution to Provident & Other Funds	1.25	1.60
	(c) Staff Welfare Expenses	0.60	0.42
	<b>Total Employee Benefit Expenses</b>	<b>1,072.82</b>	<b>2,459.33</b>

**Note 22 : Finance Cost**

(INR - Lakhs)

S. No.	Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
I	(a) Interest Expense	66.80	77.62
	<b>Total Finance Cost</b>	<b>66.80</b>	<b>77.62</b>

**Note 23 : Administrative & other Operating Expenses**

(INR - Lakhs)

S. No.	Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
I	(a) Telephone, Postage and Others	0.96	1.03
	(b) Business Promotion Expenses	0.67	4.97
	(c) Conveyance	0.96	2.38
	(d) Travelling expenses	0.22	1.74
	(e) Office Maintenance	30.12	6.85
	(f) Printing & Stationery Expenses	0.74	0.18
	(g) Service charges	-	-
	(h) Managerial Remuneration	41.25	68.70
	(i) RTA & Secretarial Expenses	39.97	11.01
	(j) Professional Consultancy fee	-	-
	(k) Board Meeting Expenses	1.43	1.55
	(l) Bank Charges	1.57	0.96
	(m) Rent	21.45	20.43
	(n) Legal Expenses	9.42	0.50
	(o) Electricity & Water	3.74	4.59
	(p) AGM Expenses	0.51	0.18

**Note 23 : Administrative & other Operating Expenses (contd.)**

(q) Auditors Remuneration	-	
(i) Statutory Audit Fee	2.00	2.00
(ii) For Taxation Matters	0.50	0.50
(r) Recruitment charges	-	62.40
(s) Rates & Taxes	9.65	6.05
(t) Repair & maintainance	13.39	0.77
(u) Operating Expenses	0.34	1.67
<b>Total Administrative &amp; Other Operating Expenses</b>	<b>178.88</b>	<b>198.47</b>

**Notes to accounts.****24. Explanation to Modified Opinion on Financial Statements**

1. The statutory auditors have expressed a qualified opinion on the financial statements of the company pertaining to

a. Investment in Wholly Owned Subsidiary at Portugal viz Cybermate International, Unipessoal , LDA

We clarify that the Portuguese authority has issued a notice of cancellation of the Certificate of Incorporation of the WOS due to non-filing of statutory information. We are considering transferring the investment to another subsidiary and rectifying the non-compliance. We have been informed that we can remit the Statutory due and then transfer the investment to another subsidiary We are working on clearing thee statutory due in the ensuing period and are likely to report improved situation in the next quarter.

b. Non- payment of statutory dues for the period ending March 31, 2024.

The company has completed the reconciliation of dues pertaining to Employees Provident Fund, Employee State Insurance and Tax Deducted at source dues and have rectified the balances reflecting in our books of account and shall remit the dues in the ensuing quarter.

c. Non-Receipt of trade receivables and payables due for more than 6 months.

Delays in realization of receivables have been caused due to adverse conditions prevailing in the business and financial markets. We have extended our timelines by another six months for realizing of debtors due to adverse market conditions.

**25. Contingent Liabilities:**

The Following are the contingent liabilities not provided for in respect of matters under dispute as the company is confident that the outcome would be in its favor based on merits.

(a) Income Tax Dues

[102]

S. No	Name of the statute	Nature of Dues	AY	U/S	Demand	Forum where the dispute is pending
1.	Income Tax Act, 1961	Income tax	2009-10	154	643.95	NFAC
2.	Income Tax Act, 1961	Income tax	2011-12	147 r.w.s. 144	66.79	NFAC
3.	Income Tax Act, 1961	Income tax	2012-13	147	392.39	NFAC
4.	Income Tax Act, 1961	Income tax	2013-14	147	383.57	NFAC
5.	Income Tax Act, 1961	Income tax	2013-14	143(3) r.w.s. 254	118.27	NFAC
6.	Income Tax Act, 1961	Income tax	2014-15	143(3)	224.09	NFAC
7.	Income Tax Act, 1961	Income tax	2019-20	143(1)	142.79	
				Total	1,971.83	

(b) Penalty Levied by the Enforcement Directorate.

With regard to the order of the Enforcement Directorate, on 28th December 2021 levying penalty for non-filing of APRs and Write off pertaining to Unrealised Receivables from Overseas Debtors on the company has filed an appeal and the company has not made any provision. The total amount of fines levied on the company is Rs.111.59 crores.

## 26. Sundry Creditors Disclosures in Accordance with Schedule III to Companies Act along with Micro, Small and Medium Enterprises Classification.

The Company has not received any intimation from "Suppliers" regarding their status under Micro, Small and Medium Enterprises Development Act, 2006, and hence disclosure if any, relating to the amount unpaid as at the year-end together with interest paid/payable as required under the said act have not been given.

We are providing the necessary disclosure under the IND AS Schedule to the Companies Act 2013 (INR - Lakhs)

Particulars	Outstanding as at 31-03-2024 for following periods from due date of payment				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	-	-	-	-	-
(ii) Other	147.60	2,713.67	87.85	1,258.80	4,207.91
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues- others	-	-	-	-	-

(INR - Lakhs)

Particulars	Outstanding as at 31-03-2023 for following periods from due date of payment				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	-	-	-	-	-
(ii) Other	2,717.57	87.85	381.94	885.71	4,073.07
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues- others	-	-	-	-	-

## 27. Sundry Debtors Disclosures in Accordance with Schedule III to Companies Act.

(INR - Lakhs)

Particulars	Outstanding as at 31-03-2024 for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade Receivables- Considered good	454.61	224.26	2,760.85	3,077.44	4,238.74	10,755.89
(ii) Undisputed Trade Receivables which have Significant increase in Credit risk	-	-	-	-	-	-
(iii) Undisputed Receivables - Credit Impaired	-	-	-	-	-	-
(iv) Dispute Trade Receivables - considered good	-	-	-	-	-	-
(v) Disputed trade receivables which have Significant increase in Credit Risk	-	-	-	-	-	-
(vi) Disputed receivables - Credit Impaired	-	-	-	-	-	-

(INR - Lakhs)

Particulars	Outstanding as at 31-03-2023 for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade Receivables- considered good	1,627.93	1,149.14	3,344.87	-84.16	4,320.30	10,358.08
(ii) Undisputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Receivables - credit impaired	-	-	-	-	-	-
(iv) Dispute Trade Receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables which have significant increase in Credit risk	-	-	-	-	-	-
(vi) Disputed Receivables - Credit impaired	-	-	-	-	-	-

## 28. Subsidiary Companies

1. Cybermate Infotek Limited Inc : The company is considering incorporating a new company and closing the existing company on account of operational challenges in seeking business for the existing company due to NIL Operations for a prolonged period.

2. Cybermate International, Unipessol, LDA. The company is in the process of transferring the investment into a new company and the process of setting up a new company is underway. We have been informed that we can remit the Statutory due and then transfer the investment to another subsidiary We are working on clearing the statutory due in the ensuing period and are likely to report improved situation in the next quarter.

Further a Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures in Form AOC - 1 is annexed to the Boards' Report as **Annexure-I** pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014.



[104]

## 29. Segment Reporting

In accordance with the requirement of IND AS-108 on segment reporting, the company has determined its business segment as computer programming consultancy, and related services. There are no other primary reportable segments, nor secondary reportable segments.

There are no secondary reportable segments (Geographical Segments).

## 30. Earnings Per Share

	2024	2023
	INR	INR
Profits attributable to Equity Shareholders	67.94	35.04
Weighted Average No. Of Equity Shares outstanding during the year for computing Basic and Diluted EPS (Shares)	14,98,41,358	11,29,58,241
Basic EPS - Rs.	0.03	0.03
Diluted EPS- Rs.	0.03	0.03

## 31. Related Party Disclosure

### I. Key Management Personnel

1.	Mr. P. Chandra Sekhar	Director
2.	Mr. K. S. Shiva Kumar	Director (Upto 30-09-2023)
3.	Mr. K. Koteswara Rao	Director
4.	Mr. V. S. Roop Kumar	Director
5.	Mr. B. Srinivasa Reddy	Director
6.	Ms. G. Ponnari	Director
7.	Mr. B. V. B. Ravie Kishore	Director
8.	Ms. Sangeeta Mundhra	Company Secretary & Compliance Officer

### II. Parties where Control exists - Wholly Owned Subsidiary

1.	Cybermate Infotek Limited Inc
2.	Cybermate International Unipessol, LDA

### III. Enterprises Controlled by key management personnel

1.	Orchasp Consulting (P) Ltd
2.	Orchasp Securities (P) Ltd
3.	CIL Infoserve Ltd
4.	Bilwa Infrastructure Ltd
5.	Aagama IT Biz Solutions (P) Ltd
6.	Aagama Consulting Group
7.	Kora Trading & Contracting Co.WLL.
8.	Waha AI Mesela for Contracting.

### IV. Relatives of Key Management Personnel

1.	Mrs. P. Rajeswari - Wife of Mr. P. C. Pantulu.
2.	Mr. P. Srikrishna - Brother of Mr. P. C. Pantulu
3.	Mrs. K. Sirisha- Wife of Mr. P. Chandra Sekhar
4.	Mr. P. Manjush- cousin of Mr. P. Chandra Sekhar

**Notes:** During the year the Company has availed services from Apptest Corporation, USA. Mr. P. Chandra Sekhar is a director of a Company which is also promoted by the promoter of Apptest Corporation. Since there is no shareholding or control exercised by Mr. P. Chandra Sekhar, Apptest Corporation is not listed as an enterprise controlled by him.

[106]

Related party transaction 2023-24				
	2023-24		2022-23	
	Transaction value	Closing balance	Transaction value	Closing balance
	INR lakhs	INR lakhs	INR lakhs	INR lakhs
<b>A. Rendering Services</b>				
<b>(i) Receivables</b>				
(a) CIL Infoserve Ltd	-20.72	235.55	1.98	256.27
(b) Bilwa Infrastructure Ltd	-21.12	123.69	6.09	144.81
(c) Orchasp Securities (P) Ltd	1.81	16.72	2.05	14.91
(d) Orchasp Consulting (P) Ltd	-41.99	-101.64	36.07	-59.65
<b>Total</b>	<b>-82.02</b>	<b>274.32</b>	<b>46.19</b>	<b>356.34</b>
<b>(ii) Payables</b>				
(a) Agama IT Biz Solutions (P)Ltd	15.50	12.00	-3.50	-3.50
(b) Agama Consulting Group	-	-9.00	-9.00	-9.00
(c) Kora Trading & Contracting Co., WLL	-	-839.98	-839.98	-839.98
(d) Waha AI Messila for Contracting	-	-712.06	-712.06	-712.06
<b>Total</b>	<b>15.50</b>	<b>-1,549.04</b>	<b>-1,564.54</b>	<b>-1,564.54</b>
<b>B. Advances From</b>				
<b>(i) Key management personnel</b>				
(a) Mr. P.C. Pantulu	-640.00	1,013.81	-	1,653.81
(b) Mr. P. Chandra Sekhar	71.87	170.01	17.69	98.14
<b>Total</b>	<b>-568.13</b>	<b>1,183.82</b>	<b>17.69</b>	<b>1,751.95</b>
<b>(ii) Relative of Key Managerial Personnel</b>				
(a) Ms. Rajeswari Pattapurathi	-	17.03	-	17.03
(b) Ms. Sirisha Kasukhela	-0.05	54.98	7.35	55.03
(c) Mr. Manjush Pattapurathi	-	5.00	-	5.00
(d) Mr. Srikrishna Pattapurathi	-	1.77	-	1.77
<b>Total</b>	<b>-0.05</b>	<b>78.78</b>	<b>7.35</b>	<b>78.83</b>
<b>C. Managerial Remuneration</b>				
(a) Mr. K.S. Shiva Kumar	11.08	128.45	14.78	117.37
(b) Mr. P. Chandra Sekhar	29.78	196.04	29.78	166.26
(c) Mr. P.C. Pantulu	0	174.66	23.56	174.66
<b>Total</b>	<b>40.86</b>	<b>499.15</b>	<b>68.12</b>	<b>458.29</b>
<b>D. Directors Sitting Fee</b>				
(a) Mr. K. Koteswara Rao	0	0.12	0.06	0.12
(b) Mr. B. Srinivasa Reddy	0.4	0.95	0.40	0.55
(c) Mr. V.S. Roop kumar	0.37	0.92	0.40	0.55
(e) Ms. G. Ponnari	0.15	0.46	0.23	0.31
(f) Mr. B.V.B. Ravi Kishore	0.5	1.08	0.48	0.58
<b>Total</b>	<b>1.42</b>	<b>3.53</b>	<b>1.57</b>	<b>2.11</b>

(INR - Lakhs)

**Statement of Aggregated Related Party Transactions for the Period Ended 31st March 2024**

Nature of Transaction	Associated/ subsidiary	Key Management personnel	Relatives of key Management personnel	Enterprises controlled by relatives of key Management personnel	Total
Remuneration	-	29.78(69.69)	-	-	29.78(69.69)
Trade payables	-	-	-	15.50(1564.54)	15.50(1564.54)
Trade receivables	-	-	-	-82.02(46.19)	-82.02(46.19)
Advances/loans/ICDs Received	-	568.13(17.69)	0.05(7.35)	NIL(NIL)	568.05(25.04)
Advances/ Loans / ICDs Repaid	-	NIL(NIL)	NIL(NIL)	NIL(NIL)	NIL(NIL)
Balance outstanding as on 31-03-2024	-	-	-	-	-
Receivable	-	-	-	-82.02(46.19)	-82.02(46.19)
Payable	-	597.91(87.38)	-0.05(7.35)	15.50(1564.54)	613.36(1641.70)

**Previous Years Figures have been Regrouped where ever necessary****32. Audit Fees:**

Particulars	2024	2023
	INR in Lakhs	INR in Lakhs
As Auditor		
For Statutory Audit	2.00	2.00
For Tax Audit	0.50	0.50
Total	2,50	2,50

**33. Foreign Currency Convertible Bonds****a) Utilisation of Proceeds**

No of FCCBs Issued	105
Value of each bond USD	100,000
Total FCCB Offering USD	10,500,000
Investment in Wholly owned Subsidiary- USD	10,500,000
Balance Unutilised -USD	-

The proceeds of the FCCB have been utilized in accordance with the purpose allowed by the Reserve Bank of India as per the LRN No 201803190 dated 28th March 2018.

[108]

**b. No of Bonds outstanding**

No of FCCBs Issued	105
No of Bonds converted into Equity Shares	26
Balance FCCBs outstanding	79

**c. Initial Recognition of Foreign Currency Convertible Bonds (FCCB)**

(INR - Lakhs)

Particulars	
Total FCCBs issued	Rs. 6825.60
Less : Converted into Equity	Rs. 1690.00
Equity Component as on Balance Sheet date	Rs. 5135.60

**d. Extension of Maturity Date:**

The FCCBs are repayable or convertible into equity shares on or before maturity date 09-July 2023 vide offering circular dated 09-July 2018. The Board of Directors at their meeting held on 06th July 2023, has decided to extend the due date of maturity for the balance FCCBs for a further period of one year i.e., up to 08-07-2024.

**e. Disclosure**

The FCCB is disclosed under other Equity as it is treated as an embedded derivative in accordance with IND AS 32, 107 and 109 as mentioned in the accounting policy on Financial Instruments.

**34. Earnings in Foreign Currency**

	2024	2023
	INR - Lakhs	INR - Lakhs
Export Earnings	1260.23	2227.69
Total	1260.23	2227.69

**35. Expenditure in Foreign Currency**

	2024	2023
	INR - Lakhs	INR - Lakhs
Operational Expenses	-	-
Consultancy & Professional Fee	1003.17	2328.51
Service Charges	-	18.51
Interest - FCCB	66.80	77.61
Recruitment & Office Costs	--	62.40
Travel	-	-
Training	--	24.47
Total	1069.97	2511.50

## 36. Debtors, Creditors, Loans and Advances are Subject to Confirmation and Reconciliation.

## 37. Previous Year Figures have been Regrouped and Rearranged wherever necessary to conform to this Years' Classification.

## 38. Additional Regulatory Information

- i. Title deeds of Immovable Properties not held in name of the Company.

The company does not own any land or buildings wither in its name or any other name and hence there are no title deeds for submission.

- ii. The Company has not revalued its Property, Plant and Equipment since the Company has adopted cost model as its accounting policy to an entire class of Property, Plant and Equipment in accordance with Ind AS 16.
- iii. The Company has not revalued its Intangible Asset since the Company has adopted cost model as its accounting policy to an entire class of Intangible Asset in accordance with Ind AS 38.
- iv. The Company has not granted any loan or advance in the nature of loan to promoters, directors, KMPs and other related parties that are repayable on demand or without specifying any terms or period of repayment.
- v. There are no proceedings initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- vi. The Company has not 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 at any point of time during the year.
- vii. The Company is not declared as wilful defaulter by any bank or financial institution or other lenders.
- viii. The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.
- ix. The Company does not have any parent company and accordingly, compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable for the year under consideration.

### x. Key Financial Ratios:

Particulars	Numerator	Denominator	March, 2023	March, 2024	Variance in %
Current Ratio	Current investments + Trade receivables + Cash & cash equivalents + other current assets	Trade Payables + Other Financial Liabilities + Other Current Liabilities + Provisions + Current Tax Liabilities	1.44	1.56	0.12
Debt-Equity Ratio	Equity Component of FCCB	Equity Share Capital	2.56	1.71	-0.85
Debt service Coverage Ratio	Profit before Tax + Interest of FCCB	Interest on FCCB	1.61	2.23	0.61
Return on Equity Ratio	Profit after Tax	Equity Share Capital	0.02	0.02	0.01
Trade Receivables Turnover ratio	Sales	(Opening Trade Receivables + Closing Trade Receivables) / 2	0.26	0.13	-0.14
Trade Payables Turnover ratio	Employee benefit Exp + Other Expenses	(Opening Trade Payables + Closing Trade Payables) / 2	0.98	0.30	-0.67
Net Capital Turnover Ratio	Sales	Equite Share Capital + Other Equity	0.23	0.12	-0.11
Net profit ratio	Profit after Tax	Sales	1.49	0.05	-1.44
Return on Capital Employed	Profit after Tax	Equity Share Capital + Other Equity	0.35	0.63	0.28
Return on Investment	Profit after Tax	Equity Share Capital	1.55	2.27	0.72



[110]

- xi. There are no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.
- xii. The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- xiii. The company has also not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- xiv. The Company does not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.
- xv. The Company did not trade or invest in Crypto Currency or virtual currency during the financial year. Hence, disclosures relating to it are not applicable.

For P C N & Associates  
Chartered Accountants  
Firm Regn. No. 016016S

For and on behalf of the Board



Sridhar Andhavarapu  
Partner  
Membership No. : 213830  
UDIN: 24213830BKHNXC7918



P. Chandra Sekhar  
Chairman, MD & CFO  
DIN: 01647212



V. S. Roop Kumar  
Director  
DIN: 05317482



Sangeeta Mundhra  
Company Secretary  
M.No 59771

Place: Hyderabad  
Date : 02-05-2024



**Consolidated  
Financial  
Statements**

[112]

## Independent Auditor's Report

### To the Members of Orchasp Limited

### Report on the Audit of Consolidated Ind AS Financial Statements Qualified Opinion

We have audited the accompanying Consolidated Ind AS Financial Statements of Orchasp Limited (previously known as Cybermate Infotek Limited) (hereinafter referred to as Holding Company) which includes its two foreign subsidiaries (the Holding company and its Subsidiaries together referred to as "The Group") which comprise the Consolidated Balance Sheet as at March 31, 2024, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Consolidated Ind AS Financial Statements").

The Consolidated Financial statements includes the following entities

- 1) Cybermate Infotek Limited Inc, USA
- 2) Cybermate International, Unipessoal, LDA

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in the "Basis for Qualified Opinion" section of our report, the aforesaid Consolidated Ind AS financial statements give the information required by the Companies Act, 2013('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting standards and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2024, its consolidated loss including consolidated total comprehensive income, their consolidated changes in equity and its consolidated cash flows for the year ended on that date.

#### Basis for Qualified Opinion

1. We refer to the carrying value of investments of Rs 6825 lakhs held in Wholly Owned Subsidiary at Portugal in Cybermate International, Unipessoal, LDA which has been non-operational for over two years. The Company has defaulted in statutory filings for the period and the Portuguese Authorities have issued a notice of cancellation of Certificate of Incorporation. We are unable to comment upon the carrying value of investments whether any provision for impairment in the value of investments is required.
2. The Company has not paid the Statutory Dues for a period of more than 6 Months from the date they became payable. The details are as given below:

S. No	Name of the Statute	Nature of Dues	Due amount (Rs. in Lakhs)
1	Income Tax Act, 1961	Tax Deducted at Source	38.68
2	Employees Provident Fund & Misc Provisions Act, 1952	Provident Fund	18.25
3	Telangana Professional tax Act, 1987	Professional Tax	0.59
4	Employee State Insurance Act, 1948	Employees State Insurance	0.07
5	Income Tax Act, 1961	Income Tax for AY 2009-10	643.94
6	Income Tax Act, 1961	Income Tax for AY 2011-12	66.78
7	Income Tax Act, 1961	Income Tax for AY 2012-13	392.38
8	Income Tax Act, 1961	Income Tax for AY 2013-14	383.56
9	Income Tax Act, 1961	Income Tax for AY 2013-14	118.26
10	Income Tax Act, 1961	Income Tax for AY 2014-15	224.09
11	Income Tax Act, 1961	Income Tax for AY 2019-20	142.78

3. The Trade Receivables are due from more than 6 months. In the absence of confirmations of Trade payables, Trade Receivables and various advances/loans, we are unable to comment on the extent to which such balances are payable/recoverable.

We conducted our audit of the Consolidated Ind AS Financial Statements in accordance with the Standards on Auditing ("SA"s) 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 Consolidated Ind AS Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated Ind AS Financial Statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS Financial Statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our

audit of the Consolidated Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Ind AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of audit procedures performed by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Financial Statements.

Key Audit Matter	How the Key Audit Matter was addressed in our audit
<p><b>1. Issue of Foreign Currency Convertible Bonds (FCCB)</b></p> <p>The company has issued FCCB of US\$ 1,05,00,000 (Rs.68,25,00,000/-), 1% coupon Foreign Currency Convertible Bonds due upon completion of five years from the date of issue. Interest is payable at the time of maturity only. The bonds will bear interest at the rate 1% per annum, from the interest commencement date up to the date prior to the date of maturity.</p> <p><b>2. Evaluation of uncertain tax positions</b></p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p>	<p>The recognition of FCCB in Books of Accounts as per "Ind AS 109- Financial Instruments" and "Ind AS 32- Financial Instruments". Presentation involves professional judgment relating to determination of repayment and convertible obligations over the tenure of FCCB's. The FCCB's converted into equity as on 31-03-2024 is for an amount of Rs. 6,50,00,000/- Refer Note No.33 in Notes to Consolidated Ind AS Financial Statements.</p> <p>Obtained details of completed tax assessments and demands for the year ended March 31, 2024 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain Tax Positions as at April 1st 2024 to evaluate whether any change was required to management's position on these uncertainties.</p>

### Information Other than the Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Audit Report Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Ind AS Financial Statements, Standalone Ind AS Financial Statements and our auditor's report thereon.

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

In connection with our audit of the Consolidated Ind AS Financial Statements, our responsibility is to read the other information, consider whether the other information is materially inconsistent with the Consolidated Ind AS Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there

[114]

is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Consolidated Ind AS Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Ind AS Financial Statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group 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, as amended. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 Consolidated Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Ind AS Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Boards of Directors of the companies included in "the Group" are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

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

### **Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a

material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Ind AS Financial Statements.

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

- Identify and assess the risks of material misstatement of the Consolidated Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Ind AS Financial Statements, including the disclosures, and whether the Consolidated Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within "the Group" to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included

in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

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

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

### Other Matters

We didn't audit the financial statements and other financial information, in respect of the two foreign subsidiaries, whose Ind AS Financial Statements include total Revenues Rs. Nil and total profit after tax Rs. Nil total comprehensive profit of Rs. Nil for the year ended 31st March 2024, as considered in financial statements of the Group. The Management of the Holding Company has prepared the financial statements and furnished to us and our conclusion on statement in terms of sub-sections (3) and (11) of section 143 of the Act, in so far as it relates to the amounts and disclosures in respect of these subsidiaries is based solely on the report of Management and procedures performed by us as stated above.

Our conclusion on the statement is not modified in respect of the above matter.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and except for the effects of the matters described in the Basis for Qualified opinion paragraphs obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Ind AS Financial Statements.
  - b) Except for the effects of the matters described in the Basis for Qualified opinion paragraphs above, in our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of accounts maintained for the purpose of preparation of the Consolidated Ind AS Financial Statements.
  - d) Except for the effects of the matters described in the Basis for Qualified opinion paragraphs above, in our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended.
  - e) On the basis of written representations received from the directors of the Holding Company as on March 31, 2024, and taken on record by the Board of Directors and the reports of the Statutory auditor who are appointed under Section 139 of the Act, of its Subsidiary none of the directors of the Holding Company and its Group Companies is disqualified as on March 31, 2024, 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 companies included in the group and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'.
  - g) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Holding Company to their directors in accordance with the provisions of section 197 read with Schedule V to the Act. The provisions of section 197 read with Schedule V of the Act are not applicable to its subsidiaries incorporated in India for the year ended March 31, 2024;



[116]

h) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Group has disclosed the impact of pending litigations on the consolidated financial position in its Consolidated Financial Statements - Refer note 25 to the Consolidated Financial Statements.

ii. "The Group" did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company.

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

v. The management of the holding company has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts, no funds have been received by the holding company from any persons or entities, including foreign entities ("Funding Parties"), with

the understanding, whether recorded in writing or otherwise, that the holding company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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

vii. The group has not declared or paid any dividend during the year.

For P C N & Associates.  
Chartered Accountants  
FRN: 016016S



Sridhar Andhavarapu  
Partner  
Membership no: 213830  
UDIN: 24213830BKHNXD4450

Place: Hyderabad  
Date: 02.05.2024.

**ANNEXURE A****ANNEXURE TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS OF ORCHASP LIMITED**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Orchasp Limited of even date)

Report on the Internal Financial Controls over Financial Reporting under clause (i) of the Sub-section 3 of the Section 143 of the Companies Act, 2013 ('The Act')

We have audited the internal financial controls over financial reporting of M/s Orchasp Limited ('the company') as of 31st March 2024 in conjunction with our audit of Financial Statements of the company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

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

**Auditor's Responsibility**

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our Audit. We conducted our audit in accordance with the Guidance note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the standards on Auditing deemed to be prescribed 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 ICAI. These standards and guidance note require that we comply with ethical requirements and plan and performed the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our Audit of internal financial controls over financial reporting included obtaining an

understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor's Judgment, including the assessment of the risk 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 and the company's internal financial control system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes these policies and procedures that (1) pertain to the maintenance of records that, in reasonable detailed, 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 principles, and that receipts and expenditures are being made only in accordance with authorization 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.

[118]

**Inherent Limitation of Internal Financial Controls over Financial Reporting**

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

**Qualified Opinion**

In our opinion, except for the possible effects of the matter described in the basis for qualified opinion, the company has in all material respects reasonable internal financial controls system over financial reporting but not adequate and such internal financial controls over financial reporting were operating effectively as at March 31st 2024 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 ICAI.

For P C N & Associates.  
Chartered Accountants  
FRN: 016016S



Sridhar Andhavarapu  
Partner  
Membership no: 213830  
UDIN: 24213830BKHNXD4450

Place: Hyderabad  
Date: 02.05.2024.

**Orchasp Limited**  
**Consolidated Balance Sheet of Orchasp Ltd and its subsidiaries as at March 31, 2024**

Particulars	Notes	As At 31 March,24 INR-Lakhs	As At 31 March,23 INR-Lakhs
<b>Assets</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	2	7.72	4.45
(b) Capital work-in-progress		-	-
(c) Investment Property		-	-
(d) Goodwill	-	-	
(e) Other Intangible assets	3	1.41	1.41
(f) Intangible assets under development		-	-
(g) Financial Assets		-	-
(i) Investments	4	6,825.00	6,825.00
(ii) Receivables		-	-
(iii) Other financial assets		-	-
(h) Deferred tax assets (net)	5	6.63	7.80
(i) Other non-current assets		-	-
<b>Current assets</b>			
(a) Financial Assets			
(i) Investments	6	0.77	0.77
(ii) Trade receivables	7	10,755.89	10,358.08
(iii) Cash and cash equivalents	8	46.29	19.63
(iv) Bank balances other than(iii) above		-	-
(v) Loans	-	-	
(vi) Others (to be specified)	9	5.04	8.03
(b) Current Tax Assets (Net)		-	-
(c) Other current assets	10	272.76	280.40
<b>Total Assets</b>		<b>17,921.50</b>	<b>17,505.57</b>

[120]

**Consolidated Balance Sheet (Contd.)**

<b>Equity and Liabilities</b>			
<b>Equity</b>			
(a) Equity Share capital	11	2,996.83	2,259.16
(b) Other Equity	12	7,811.29	7,841.01
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade payables		-	-
(iii) Other financial liabilities (other than those specified in item (b), to be specified)	13	-	-
(b) Provisions	-	-	-
(c) Deferred tax liabilities (Net)		-	-
(d) Other non-current liabilities		-	-
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Trade payables	14	4,207.91	4,073.07
(ii) Other financial liabilities (other than those specified in item (c))	15	1,514.89	2,097.41
(b) Other current liabilities	16	958.84	836.57
(c) Provisions	17	176.83	156.23
(d) Current Tax Liabilities (Net)	18	254.90	242.13
<b>Total Equity and Liabilities</b>		<b>17,921.50</b>	<b>17,505.57</b>
Summary of significant accounting policies	1		

The accompanying notes 1-38 are integral part of standalone financial statements

For P C N & Associates  
Chartered Accountants  
Firm Regn. No. 016016S

For and on behalf of the Board



Sridhar Andhavarapu  
Partner  
Membership No. : 213830  
UDIN: 24213830BKHNXD4450



P. Chandra Sekhar  
Chairman, MD & CFO  
DIN: 01647212



V. S. Roop Kumar  
Director  
DIN: 05317482



Sangeeta Mundhra  
Company Secretary  
M.No 59771

Place: Hyderabad  
Date : 02-05-2024

<b>Orchasp Limited</b>			
<b>Statement of Consolidated Profit and Loss of Orchasp Ltd and its subsidiaries for the year ended March, 31, 2024</b>			
<b>Income</b>			
<b>Revenue from operations</b>	<b>19</b>	<b>1,324.53</b>	<b>2,345.58</b>
Other Income	20	80.01	492.09
<b>Total Income</b>		<b>1,404.54</b>	<b>2,837.67</b>
<b>Expenses</b>			
Consumption of Goods/Services		-	-
Purchases of Licenses for Software Applications		0.38	48.54
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress		-	
Employee benefits expense	21	1,072.82	2,459.33
Finance costs	22	66.80	77.62
Depreciation and amortization expenses	2&3	3.77	6.00
Other expenses	23	178.88	198.47
<b>Total expenses</b>		<b>1,322.65</b>	<b>2,789.95</b>
<b>Profit/(loss) before exceptional items and tax</b>		<b>81.89</b>	<b>47.72</b>
<b>Exceptional Items</b>			
<b>Profit/ (loss) before exceptions items and tax</b>			
<b>Tax expense:</b>			
(1) Current tax	18	12.77	11.97
(2) Deferred tax	5	1.17	0.74
Profit (Loss) for the period from continuing operations		67.95	35.01
<b>Profit/(Loss) from discontinued operations</b>		<b>-</b>	<b>-</b>
<b>Tax expenses of discontinued operations</b>		<b>-</b>	<b>-</b>
<b>Profit/(Loss) from Discontinued operation after tax)</b>		<b>-</b>	<b>-</b>
<b>Profit/(Loss) for the period</b>		<b>67.95</b>	<b>35.01</b>



[122]

**Statement of Consolidated Profit and Loss (Contd.)**

<b>Other Comprehensive Income</b>			
A. (i) Items that will not be reclassified to profit or loss			
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B. (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Total Comprehensive Income for the period (XIII+XIV) Comprising Profit (Loss) and Other.comprehensive Income for the period )</b>		<b>67.95</b>	<b>35.01</b>
<b>Earnings per equity share (for continuing operation):</b>			
(1) Basic		0.03	0.03
(2) Diluted		0.03	0.03

Summary of significant accounting policies

1

The accompanying notes 1-38 are integral part of financial statements

For P C N & Associates  
Chartered Accountants  
Firm Regn. No. 016016S

For and on behalf of the Board



Sridhar Andhavarapu  
Partner  
Membership No. : 213830  
UDIN: 24213830BKHNXD4450



P. Chandra Sekhar  
Chairman, MD & CFO  
DIN: 01647212



V. S. Roop Kumar  
Director  
DIN: 05317482



Sangeeta Mundhra  
Company Secretary  
M.No 59771

Place: Hyderabad  
Date : 02-05-2024

**Orchasp Limited**  
**Consolidated Cash Flow Statement of Orchasp Ltd and its subsidiaries for the year ended**  
**31st March 2024**

<b>A. Cash Flow from Operating Activities:</b>		
<b>Profit before taxation</b>	<b>81.89</b>	<b>47.72</b>
<b>Adjustments for : -</b>		
Depreciation	3.77	6.00
Interest Expense	66.80	77.62
Amortisation of Product Development Cost		
Diminution in value of investment		
Impairment of Intangible Asset		
Other Income	11.74	10.25
Dividend Income		0.04
Bad Debts Written Off		
<b>Operating Profit before working capital changes</b>	<b>140.72</b>	<b>121.05</b>
Increase / (Decrease) in Current Tax Liability	12.77	11.93
(Increase) / Decrease in Trade Receivables	-397.81	-2,965.99
(Increase) / Decrease in Other Current Assets	10.64	7.28
Increase / (Decrease) in Trade Payables	134.84	2,702.68
Increase / (Decrease) in Other Current Liabilities	122.28	166.40
Increase / (Decrease) in Short Term Provisions	20.60	11.40
Cash generated from Operations	44.05	54.76
Taxes Paid	12.77	11.93
<b>Net Cash Generated from Operating activities (A)</b>	<b>31.27</b>	<b>42.83</b>
<b>B. Cash Flow from Investing Activities :</b>		
Purchase of tangible assets/intangible assets (net) including transfer from CWIP	-7.04	-0.85
Sale of Fixed Assets		
Decrease in Capital Work In Progress		
Other Income	11.74	10.25
Dividend Income	-	0.04
(Increase) in Current Investments	0.00	
(Decrease) in Other Non Current liabilities	-	-
(Decrease) in Non Current Investments	-	-
<b>Net Cash Flow from Investing Activities (B)</b>	<b>4.70</b>	<b>9.44</b>

[124]

**Consolidated Cash Flow Statement (Contd.)**

Particulars	As at 31 March 2024 INR-Lakhs	As at 31 March 2023 INR-Lakhs
<b>C. Cash Flow from Financing Activities :</b>		
Issue of Share Capital	640.00	
Increase in other Equity		
Increase in Short Term Borrowings	-582.52	37.54
Interest Paid	-66.80	-77.62
Increase in Long Term liabilities	-	
<b>Net Cash from Financing Activities ( C )</b>	<b>-9.33</b>	<b>-40.07</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>26.65</b>	<b>12.20</b>
Cash & Cash Equivalents at the beginning of the year	19.63	7.44
<b>Cash &amp; Cash Equivalents at the end of the year</b>	<b>46.29</b>	<b>19.63</b>

## Notes

1. The Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) Statement of Cash Flows.
2. The accompanying notes are an integral part of the financial statements.
3. Previous year figures have been regrouped /reclassified to conform to current year classification.
4. Cash and Cash Equivalents Comprise

	As at 31 March 2024	As at 31 March 2023
<b>Cash on hand</b>	<b>2.07</b>	<b>4.49</b>
<b>Balances with Banks in Current and Deposit Accounts</b>	<b>44.22</b>	<b>15.15</b>
<b>Total</b>	<b>46.29</b>	<b>19.63</b>

For P C N & Associates  
Chartered Accountants  
Firm Regn. No. 016016S

For and on behalf of the Board



Sridhar Andhavarapu  
Partner  
Membership No. : 213830  
UDIN: 24213830BKHNXD4450



P. Chandra Sekhar  
Chairman, MD & CFO  
DIN: 01647212



V. S. Roop Kumar  
Director  
DIN: 05317482



Sangeeta Mundhra  
Company Secretary  
M.No 59771

Place: Hyderabad  
Date : 02-05-2024

## Note 1: Significant accounting policies

### 1. Corporate Information

Orchasp Limited is Public limited company incorporated in India with its registered and corporate office at 19 & 20, Moti Valley, Trimulgherry, Secunderabad. India. The Company is listed on the BSE Limited. The company is engaged in providing IT Services, solutions, platforms and has been providing services to industry segments viz Health Care, Telecom, Manufacturing, Engineering, Energy Retail and Railways.

The financial statements for the year ended 31st March 2024 were approved by the Board of Directors on the 02nd May 2024.

### Basis of Preparation of Financial Statements:

#### Compliance with Ind AS

The Company has adopted Indian Accounting Standards (the "Ind AS") notified under Section-133 of the Companies Act, 2013 (the "Act"), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act as applicable. The Standalone Financial Statements provide comparative information in respect of previous year.

#### i. Historical Cost Convention

These Financial Statements have been prepared under the historical cost convention on the accrual basis except for certain financial assets and liabilities (including derivative instruments) which are measured at fair value.

#### ii. Current versus Non-Current Classification:

All assets and liabilities have been classified as current or non-current as per the company's operating cycle and other criteria set out in the schedule III to the Companies Act 2013. Based on the nature of products and services and their realisation in cash and cash equivalents the company has ascertained its operating cycle as 12 months for the purpose of current - noncurrent classification of assets and liabilities.

#### iii. Functional and Presentation Currency :

The Financial Statements are presented in Indian Rupees (\*) which is the Company's functional and presentation currency, and all amounts are rounded to the nearest rupee in lakhs.

#### iv. Principles of Consolidation

The Consolidated Financial Statements of Orchasp Limited and its overseas subsidiaries viz Cybermate Infotek Limited Inc and Cybermate International, Unipessoal LDA are prepared in accordance with the generally accepted accounting principles as applicable in India and the Indian Accounting Standard (Ind AS) 110 on Consolidated Financial Statements.

The Consolidated financial statements are prepared using uniform accounting policies for similar transactions to the extent in similar circumstances.

The company consolidates financial statements of all entities which are controlled by it.

The financial statements of the company and its subsidiaries are consolidated on a line-by-line basis by adding together like items of assets and liabilities, income, and expenses. Intragroup balances and intra group transactions and resulting unrealised profits have been eliminated.

List of overseas subsidiaries considered in consolidated financial statements.

Name of The Subsidiary	Country of Incorporation	Extent of Holding as on	
		31-03-2024	31-03-2023
Cybermate Infotek Limited Inc	USA	100%	100%
Cybermate International, Unipessoal, LDA	Portugal	100%	100%

## 2. Summary of Significant Accounting Policies

### a. Property, Plant & Equipment:

#### i. Recognition and Measurement

Property, Plant & Equipment are stated at cost less accumulated depreciation and impairment losses, if any.

Costs include costs of acquisitions or constructions including incidental expenses thereto, borrowing costs and other attributable costs of bringing the asset to its working condition for its intended use and are net of available duty/tax credits.

Subsequent expenditure relating to Property, Plant & Equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in Statement of Profit & Loss as incurred.

Gains or losses arising from discard/sale of Property, Plant & Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of Profit & Loss when the asset is discarded/sold.

#### ii. Depreciation

The company depreciates property plant and equipment on straight-line-method (SLM) as per the useful life of assets, as estimated by the management/independent professional, which are generally in line with Schedule-II to the Companies Act, 2013.

[126]

**b. Intangible Assets:****i. Recognition and Measurement**

Intangible assets acquired separately are measured on initial recognition at cost. Subsequent to initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. In case of internally generated intangible asset arising from development activity is recognised at cost only if it is probable that the asset would generate future economic benefit and the expenditure attributable to said assets during its development can be measured reliably. Capital expenditure on purchase and development of identifiable on monetary assets without physical substance is recognised as Intangible Assets when:

It is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the cost of the asset can be measure reliably..

**ii. Depreciation**

The company Amortises/Depreciates Intangible Assets on the basis of estimated useful lives of Intangible assets are as follows:

Software acquired.

Particulars	Useful life
Software License	2 Years

Software internally developed

Particulars	Useful life
Product/Platform	4 Years

**c. Impairment:**

The carrying amount of Property, Plant & Equipment, Intangible Assets, and Investment Property are reviewed at each Balance Sheet date to assess impairment, if any based on internal/external factors. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is recognised as an expense in the Statement of Profit & Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been an improvement in recoverable amount.

**d. Foreign Currency Transactions:****i. Functional and Presentation Currency:**

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ("functional Currency"). The financial Statements are presented in Indian rupee (INR), which is the company's functional and presentation currency

**iii. Transactions and Balances:**

Transactions in foreign currencies are translated into functional currency of the Company at rates prevailing at the date of the transaction. Foreign exchange gain or losses resulting from the settlement of such transactions and from translation of monetary assets and liabilities denominated in foreign currencies at the year-end exchange rates are generally recognised in Profit & Loss and reported with in Foreign exchange gain/(losses), except when deferred in other comprehensive income as qualifying cashflow hedges.

Non-monetary items that are measured in times of historical cost in a foreign currency are translated using the exchange rates at the dates of the transaction. Non-monetary items (other than investment in shares of Subsidiaries, Joint Ventures, and Associates) carried at Fair Value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the Fair Value was determined. Exchange component of the gain or loss arising on fair valuation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to such exchange difference.

**e. Revenue Recognition:**

The Company derives revenue primarily from software development, maintenance of software/hardware and allied services, sale of software licenses, subscriptions for services and ecommerce.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. The Company recognised revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below.

The Company estimates its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

**i. Time and Material Contracts**

Revenues and costs relating to time and materials contracts are recognized as the related services are rendered.

**ii. Fixed- Price Contracts:**

Revenues from fixed-price contracts, including IT Infrastructure development and integration contracts are recognized using the "percentage of-completion" method. Percentage of completion is determined based

on efforts or costs incurred to date as a percentage of total estimated efforts or costs required to complete the project. The efforts or cost expended are used to measure progress towards completion as there is a direct relationship between input and productivity. If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable.

When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of income in the period in which such losses become probable based on the current contract estimates.

Advance payments received from customers for which no services have been rendered are presented as Advance from customers.

### iii Services contracts:

Revenue from services contracts is recognized ratably over the period of the contract using the percentage of completion method. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognized on a straight-line basis over the specified period unless some other method better represents the stage of completion. In certain projects, a fixed quantum of service or output units is agreed at a fixed price for a fixed term. In such contracts, revenue is recognized with respect to the actual output achieved till date as a percentage of total contractual output. Any residual service unutilized by the customer is recognized as revenue on completion of the term.

### (iv) Sale of licenses & Subscriptions

Revenue from sale of licenses and support are recognized when the significant risks and rewards of ownership have been transferred to the buyer, continuing managerial involvement usually associated with ownership and effective control have ceased, the amount of revenue can be measured reliably, it is probable that economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenues from Sale of Subscriptions shall be recognized linear to the period of the contract.

### v Ecommerce/Retail

Revenue from Ecommerce transactions i.e., sale of third-party products/applications/services shall be recognized on realization of the merchandise.

### vi Other Income

Profit on Sale of investments is recorded on transfer of title from the company and is determined as the difference between the sale price and the carrying amount of the investment.

Dividend income is recognized when the company's right to receive dividends is established.

Interest income on time deposits is recognized using time proportion basis taking into account the amount outstanding and applicable interest rates.

### f. Income Tax:

**Income Tax** comprises current and deferred tax.

**Current tax** is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws, prevailing in the respective tax, jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

The company offsets current tax assets and current tax liabilities, where it has legally enforceable right to set off the recognised amounts and where it intends to settle on net basis, or to realise the asset and liability simultaneously.

**Deferred tax** is provided on temporary difference arising between the tax bases of assets & liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax is measured using the tax rate that are expected to apply in the year when the asset is realized, or the liability is settled based on the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized directly in equity/ other comprehensive income (OCI) is recognised in equity/ other comprehensive income (OCI) and not in the statement of Profit & Loss. Deferred tax asset is recognised to the extent that it is probable that sufficient future taxable profit will be available against which the deductible temporary differences and the carry forward unused tax credits and unused tax losses can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

**Minimum Alternate Tax (MAT)** credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

### g. Provisions, Contingent Liabilities, Commitments and Contingent Assets:

Provisions are recognised for present obligations of uncertain timing or amount arising as a result of a past event where a reliable estimate can be made, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Where it is not probable that an outflow of resources embodying economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability and commitments,



[128]

unless the probability of outflow of resources embodying economic benefits is remote. Contingent assets are not recognised but disclosed in the Financial Statements when an inflow of economic benefits is probable.

#### **h. Earnings per Share:**

Basic earnings per share is computed using the net profit/(loss) for the year (without taking impact of OCI) attributable to the equity shareholders and weighted average number of shares outstanding during the year. The weighted average numbers of shares also include fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures, or any other instrument, from the date consideration is received (generally the date of their issue) of such instruments. The diluted EPS is calculated on the same basis as basic EPS after adjusting for the effect of potential dilutive equity shares unless impact is anti-dilutive.

#### **i. Segment Reporting:**

In accordance with the requirement of AS-108 on Segment reporting, the company has determined its business segment as Computer Programming Consultancy and related services. There are no other primary reportable segments. Thus, the segment revenue, segment result, total carrying amount of segment liabilities, total cost incurred to acquire segment assets, the total amount of charge for depreciation during the year are all reflected in the financial statement of the company for the year ended **31st March 2024**.

There are no secondary reportable segments (Geographical Segments).

#### **j. Financial Assets**

Initial Recognition and Measurement: All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTP L), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. “

“Revenue Recognition: Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

#### **Financial asset at fair value through other comprehensive income:**

A financial asset is subsequently measured at fair value through other comprehensive income which is held with objective to achieve both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an election for its investments which are classified as equity instruments (other than investment in shares of Subsidiaries, Joint Ventures, and Associates) to present the subsequent changes in fair value through profit and loss account.

#### **Financial assets at fair value through profit or loss:**

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss. The Company has elected to measure its investments, which are classified as equity instruments (other than investment in shares of Subsidiaries, Joint Ventures, and Associates) at fair value through profit and loss account.

#### **(iii) Impairment of financial assets:**

The company assesses at each balance sheet date whether a financial asset is impaired. The company recognises the loss if any on such impairment in accordance with IND AS 109.

#### **iv Financial Liabilities:**

Financial liabilities are subsequently carried at amortized cost using the effective interest method. Financial liabilities at fair value through profit and loss includes financial liability held for trading and financial liability designated upon initial recognition as at fair value through profit and loss.

#### **k. Investment in Subsidiaries, Associates and Joint Ventures:**

Investment in equity shares of subsidiaries, associates and joint ventures is carried at cost in the standalone financial statements.

#### **l. Earnings per share:**

The basic earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.



**m. Employee Benefits:**

Contributions to Provident and Employee State Insurance etc. accruing during the accounting period are charged to the statement of Profit and Loss. Provision for liabilities in respect of gratuity are accrued and provided at the end of each accounting period. Gratuity liability towards existing eligible employees will be met by the fund administered by LIC.

**3. Critical Accounting - Estimates, Assumptions and Judgements:**

The preparation of Financial Statements in conformity with Indian Accounting Standards (Ind AS) requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures at the date of the Financial Statements. The judgements, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision effects only that period or in the period of the revision and future periods if the revision affects both current and future years and if material, their effects are disclosed in the notes to the Financial Statements. Actual results could vary from these estimates.

Estimates and underlying assumptions are reviewed on a regular basis. The following areas of revenues, expenses, assets, and liabilities are likely to be impacted by events which give rise to revision of estimates made.

**(i) Revenue**

The company uses estimates for computation of costs and efforts as a proportion of total costs and efforts made. These estimates are then used to derive the progress made towards completion of the contract.

**(ii) Provisions/Expenses**

Provision for future expenses, liabilities are made on some occasions on the basis of pending effort for completion.

**(iii) Property, Plant & Equipment:**

External advisor and/or internal technical team assesses the remaining useful life and residual value of property, plant & equipment. Management believes that the assigned useful lives and residual values are reasonable.

**(iv) Intangibles:**

Internal technical and user team assess the remaining useful lives of intangible assets. Management believes that assigned useful lives are reasonable. All intangibles are carried at net book value on transition.

**(v) Income taxes**

The provision for income tax at the end of each period is made on the basis of estimates on revenues and the receivables.

**(vi) Other Estimates:**

The Company estimates the un-collectability of accounts receivables by analysing historical payment patterns, customer concentrations, customer creditworthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

[ 130 ]

(INR - Lakhs)

## Consolidated Statement Of Changes In Equity for the Year Ended 31st March, 2024

### A. Equity Share Capital

(1) Current Reporting Period	Changes in Equity Share Capital due to prior Period Errors	Restated Balance at the beginning of the Current Reporting Period	Changes in Equity Share Capital During the Current year	Balance at the end of the Current Reporting period
	-	-	737.66	2,996.83
(2) Previous Reporting Period	2,259.16			(INR - Lakhs)
Balance at the Beginning of the previous Reporting Period	1,979.16	Restated balance at the beginning of the previous reporting period	280.00	2,259.16

### B. Other Equity

(1) Current Reporting Period	Securities Premium Reserve	Retained Earnings	General Reserve	Share Warrants	Business Transfer Adjustment Reserve	Other Comprehensive Income through other Comprehensive Income	Equity Instruments through other Comprehensive Income	Other Comprehensive Income items of other Comprehensive Income	Money Received against Share Warrant	Total Equity Attributable to Equity Holders of the Company
Particulars	Equity Component of Compound Financial Instruments	Share Application money pending Allotment	Share Component of Financial Instruments	Reserves & Surplus	Other Comprehensive Income	Total Equity Attributable to Equity Holders of the Company				
<b>Balance as at 1st April, 2023</b>	-	-	-	-	-	-	5,785.60	-	-	7,841.01
Changes in equity for the year ended March 31, 2023	-	-	-	-	-	-	-650.00	-	-	-650.00
Increase in share capital on account of fresh issue	-	-	-	-	-	-	-	-	-	552.34
Issue of Share Warrants	-	-	-	-	-	-	-	-	-	-
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	-	-	-	-
Fair Valuation of investments, net of tax effect	-	-	-	-	-	-	-	-	-	-
Equity Instruments through other comprehensive income, net of tax effect	-	-	-	-	-	-	-	-	-	-
Reversal of Provision	-	-	-	-	-	-	-	-	-	-
Profit for the Period	-	67.95	-	-	-	-	-	-	-	67.95
<b>Balance as at 31st March, 2024</b>	-	1,392.08	-	-	-	-	5,135.60	-	-	7,811.29

## Consolidated Statement Of Changes in Equity (Contd.)

(INR - Lakhs)

(2) Previous reporting period	Reserves & Surplus						Other Comprehensive Income			Total Equity Attributable to Equity Holders of the Company	
	Share Application Money Pending Allotment	Equity Component of Financial Instruments	Securities Premium Reserve	Retained Earnings	General Reserve	Share Warrants	Business Transfer Adjustment Reserve	Equity Instruments through other Comprehensive Income	Other Items of other Comprehensive Income		Money Received Against share Warrant
<b>Balance as at 1st April, 2022</b>	-	-	<b>296.27</b>	<b>1,289.08</b>	-	-	-	<b>6,500.56</b>	-	-	<b>8,085.91</b>
Changes in equity for the year ended March 31, 2023	-	-	-	-	-	-	-	-715.00	-	-	-715.00
Increase in share capital on account of fresh issue	-	-	435.00	-	-	-	-	-	-	-	435.00
Issue of Share Warrants	-	-	-	-	-	-	-	-	-	-	-
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	-	-	-	-	-
Fair Valuation of investments, net of tax effect	-	-	-	-	-	-	-	-	-	-	-
Equity instruments through other comprehensive income, net of tax effect	-	-	-	-	-	-	-	0.05	-	-	0.05
Reversal of Provision	-	-	-	-	-	-	-	-	-	-	-
Profit for the Period	-	-	-	35.05	-	-	-	-	-	-	35.05
<b>Balance as at 31st March, 2023</b>	-	-	<b>731.27</b>	<b>1,324.13</b>	-	-	-	<b>5,785.60</b>	-	-	<b>7,841.01</b>

For P C N &amp; Associates For and on behalf of the Board of Orchasp Ltd.

Chartered Accountants

Firm Regn. No. 0160165



P. Chandrasekhar  
Partner  
Membership No. 213830  
UDIN: 24213830BKHNXD4450



P. Chandrasekhar  
Chairman, MD & CFO  
DIN : 01647212



V. S. Roop Kumar  
Director  
DIN: 05317482



Sangeeta Mundhra  
Company Secretary  
M.No 59771

Place: Hyderabad  
Date: 02-05-2024

[132]

**Note 2 : Property, Plant & Equipment****The changes in the carrying value of Property, Plant and Equipment for the year ended March 31,2024**

(INR - Lakhs)

Particulars	Build-ings	Electrical Equipment	Office Equipment	Computer Equipment	Furniture and Fixtures	Total
Gross Carrying Value as of 1st April, 2023	-	59.39	20.84	149.68	130.05	359.97
Additions	-	-	-	6.60	0.44	7.04
Deductions	-	-	-	-	-	-
Gross Carrying Value as of 31st March, 2024	-	59.39	20.84	156.29	130.49	367.01
Additions	-	-	-	-	-	-
Deductions	-	-	-	-	-	-
Accumulated depreciation as of April 1, 2023	-	58.60	20.84	149.55	126.53	355.52
Depreciation	-	0.08	-	1.93	1.76	3.77
Accumulated depreciation on deletions	-	-	-	-	-	-
Accumulated depreciation as of March 31, 2024	-	58.68	20.84	151.48	128.29	359.29
Carrying Value as of March 31, 2024	-	0.72	-	4.81	2.20	7.72
Carrying Value as of April 1, 2023	-	0.80	-	0.14	3.52	4.45

**Note 2 : Property, Plant & Equipment****The changes in the carrying value of property, plant and equipment for the year ended March 31,2023**

(INR - Lakhs)

Particulars	Buildings	Electrical Equipment	Office Equipment	Computer Equipment	Furniture and Fixtures	Total
Gross Carrying Value as of 1st April, 2022	-	58.54	20.84	149.68	130.05	359.12
Additions	-	0.85	-	-	-	0.85
Deductions	-	-	-	-	-	-
Gross Carrying Value as of 31st March, 2023	-	59.39	20.84	149.68	130.05	359.97
Additions	-	-	-	-	-	-
Deductions	-	-	-	-	-	-
Accumulated depreciation as of April 1, 2022	-	58.54	20.84	145.36	124.77	349.51
Depreciation	-	0.05	-	4.19	1.76	6.00
Accumulated depreciation on deletions	-	-	-	-	-	-
Accumulated depreciation as of March 31, 2023	-	58.60	20.84	149.55	126.53	355.52
Carrying Value as of March 31, 2023	-	1	-	0.14	3.52	4.45
Carrying Value as of April 1, 2022	-	-	-	4.33	5.28	9.61

### Note 3 : Intangible Assets

The changes in the carrying value of acquired intangible assets for the year ended March 31, 2024 are as follows: (INR - Lakhs)

Particulars	Total
Gross carrying value as of 1st April, 2023	3,848.46
Additions	-
Deletions	-
Gross carrying value as of March 31, 2024	3,848.46
Accumulated amortisation as of 1st April, 2023	3,847.06
Amortisation expenses	-
Deletions	-
Accumulated amortisation as of March 31, 2024	3,847.06
Carrying value as of March 31, 2024	1.41
Carrying value as of March 31, 2023	1.41

### Note 3 : Intangible Assets

The Changes in the Carrying Value of acquired intangible assets for the year ended March 31, 2023 are as follows: (INR - Lakhs)

Particulars	Total
Gross carrying value as of 1st April, 2022	3,848.46
Additions	-
Deletions	-
Gross carrying value as of March 31, 2023	3,848.46
Accumulated amortisation as of 1st April, 2022	3,847.06
Amortisation expenses	-
Deletions	-
Accumulated amortisation as of March 31, 2023	3,847.06
Carrying value as of March 31, 2023	1.41
Carrying value as of March 31, 2022	1.41

### Note 4 : Financial Investments

(INR - Lakhs)

Particulars	As at March 31,2024	As at March 31,2023
Investment by Wholly owned subsidiary Cybermate International Unipessoal, LDA in the Equity of Healthcare Infotek, Togo	6,825.00	6,825.00
Total Non Current Investments	6,825.00	6,825.00

### Note 5 : Deferred Tax Asset

(INR - Lakhs)

Particulars	As at March 31,2024	As at March 31,2023
Opening Deferred tax Asset	7.80	8.54
During the Year	-1.17	-0.74
Deferred Tax Liability/ ( Asset ) - Net	6.63	7.80

[134]

**Note 6 : Current Investments**

(INR - Lakhs)

Particulars	As at March 31,2024	As at March 31,2023
Equity instruments of other Companies-Quoted		
Tech Mahindra Ltd @ Rs.1103.2 (20 equity shares of Rs.5/-each)	0.22	0.22
HCL Infosystems Ltd @ Rs.12.50 (100 Equity Shares of Rs. 2/- each)	0.01	0.01
Canara Bank Ltd @ 194.40 (15 Equity Shares of Rs.10/- each)	0.04	0.04
HCL Technologies Ltd @ Rs.1098.15 (40 Equity Shares of Rs.2/- each)	0.44	0.44
APTECH LTD @ Rs.2.0 (25 Equity Shares of Rs.2/- each)	0.00	0.00
ITC Ltd @ Rs.378.93 (15 Equity Shares of Rs.1/- each)	0.06	0.06
<b>Total Current Investments</b>	<b>0.77</b>	<b>0.77</b>

**Note 7 : Trade Receivables**

(INR - Lakhs)

Particulars	As at March 31,2024	As at March 31,2023
Current		
Unsecured		
Considered good	10,755.89	10,358.08
Considered doubtful	-	-
Notes : We have made Disclosure in accordance with Schedule III to Companies Act in <b>Note 27</b>		
<b>Total Trade Receivables</b>	<b>10,755.89</b>	<b>10,358.08</b>

**Note 8 : Cash & Cash Equivalents**

(INR - Lakhs)

Particulars	As at March 31,2024	As at March 31,2023
Balances with Banks		
In Current & Deposit accounts	44.22	15.15
Cash on hand	2.07	4.49
<b>Total Cash &amp; Cash Equivalents</b>	<b>46.29</b>	<b>19.63</b>

**Note 9 : Other Financial Assets**

(INR - Lakhs)

Particulars	As at March 31,2024	As at March 31,2023
Current		
Security Deposits	1.74	4.73
Rental Deposits	3.30	3.30
<b>Total Other Financial Assets</b>	<b>5.04</b>	<b>8.03</b>

**Note 10 : Other Current Assets**

(INR - Lakhs)

Particulars	As at March 31,2024	As at March 31,2023
Current		
Advances Recoverable in cash or kind	22.52	20.15
Advance Taxes & Duties	250.24	260.25
Other Current Assets	-	-
<b>Total Other Current Assets</b>	<b>272.76</b>	<b>280.40</b>

**Note 11 : Share Capital**

(INR - Lakhs)

Particulars	As at March 31,2024	As at March 31,2023
Equity Share Capital		
Authorised	8,500.00	8,500.00
C.Y 42,50,00,000 ( P.Y. 42,50,00,000) shares of Re.2/- each		
Issued,Subscribed and Paid up	2,996.83	2,259.16
C.Y 14,98,41,358 ( P.Y.11,29,58,241 ) Equity Shares of Re.2/- each		
<b>Total Paid up Equity Share Capital</b>	<b>2,996.83</b>	<b>2,259.16</b>

**Authorised**

The Company's Authorised Capital is of Rs.8500.00 lakh (Previous Year Same) distributed into 42,50,00,000 (Previous Year Same) Equity Shares Of Rs.2/- each

**Issued, Subscribed & Paid-Up**

The Issued and Subscribed Capital of the Company as at 31st March 2024 is of Rs.2996.83 lakh, represented by 14,98,41,358 Equity shares of Rs.2/- each and Paid up Capital as at 31st March 2023 is of Rs.2259.16 lakh represented by 11,29,58,281 Equity Shares of Rs.2/- each .

**The Reconciliation of the Equity Share Capital of the Company is given as under:**

	Amount in lakhs, except as stated otherwise					
	Issued & Subscribed		Fully Paid-up		Partly Paid-up	
	Number of Shares	INR - Lakhs	Number of Shares	INR - Lakhs	Number of Shares	INR - Lakhs
Balance as at 31st March 2023	11,29,58,241	2,259.16	11,29,58,241	2,259.16	-	-
Add :Issue of Shares on Conversion of 10 Nos FCCBs on 10th June 2023	1,68,83,117	337.66	1,68,83,117	337.66	-	-
Add :Issue of Shares to Promoter on Preferential Allotment basis on 17th October 2023	2,00,00,000	400.00	2,00,00,000	400.00	-	-
<b>Balance as at 31st March 2024</b>	<b>14,98,41,358</b>	<b>2,996.83</b>	<b>14,98,41,358</b>	<b>2,996.83</b>	<b>-</b>	<b>-</b>



[136]

**The Company's Paid-up Capital of Rs. 2996.83 lakh ( Previous Year Rs.2259.16 lakh ) Equity Shares of Rs.2/- each.**

Shareholders holding more than 5 % of the paid up Capital	As At 31st March 2024			As At 31st March 2023		
	Number of Shares	%		Number of Shares		%
a) Promoter & Promoter Group						
1. Mrs.P.Rajeswari	2,85,48,372	7.57		85,48,372		7.57
2.Mr.P.Chandra Sekhar	78,04,371	6.94		78,04,371		6.94
b) Others- bond holders						
1.Global Focus Fund	-	-		80,08,438		7.09

Shares held by Promoters at the end of the year 31-03-2024			% Change during the Year
Promoter name	No. of Shares	% of Total shares	
P.Rajeswari	2,85,48,372	19.05	11.48
P Chandra Sekhar	78,04,371	5.21	-
P C Pantulu	5,65,820	0.38	-
K S Shiva Kumar	1,93,010	0.13	-
K Koteswara Rao	1,78,200	0.12	-
<b>Total</b>	<b>3,72,89,773</b>	<b>24.89</b>	<b>11.48</b>

**Note 12 : Other Equity**

(INR - Lakhs)

	Reserves & Surplus					Other Comprehensive Income		Total Equity attributable to equity holders of the company
	Securities Premium Reserve	Retained Earnings	General reserve	Share Warrants	Business transfer adjustment reserve	Equity Instruments through other comprehensive income	Other items of other comprehensive income	
Balance as at 1st April,2022	296.27	1,289.08	-	-	-	6,500.56	-	8,085.91
Changes in equity for the year ended March 31,2022	-	-	-	-	-	-715.00	-	-715.00
Increase in share capital on account of fresh issue	435.00	-	-	-	-	-	-	435.00
Issue of Share Warrants	-	-	-	-	-	-	-	-
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	-	-
Fair Valuation of investments, net of tax effect	-	-	-	-	-	0.05	-	0.05
Equity Instruments through other comprehensive income, net of tax effect	-	-	-	-	-	-	-	-
Reversal of Provision	-	-	-	-	-	-	-	-
Profit for the Period	-	35.05	-	-	-	-	-	35.05
Balance as at 31st March,2023	731.27	1,324.13	-	-	-	5,785.60	-	7,841.01
Balance as at 1st April,2023	731.27	1,324.13	-	-	-	5,785.60	-	7,841.01
Changes in equity for the year ended March 31,2023	-	-	-	-	-	-650.00	-	-650.00
Increase in share capital on account of fresh issue	552.34	-	-	-	-	-650.00	-	552.34

**Note 12 : Other Equity (contd.)**

	Reserves & Surplus					Other Comprehensive Income		Total Equity attributable to equity holders of the company
	Securities Premium Reserve	Retained Earnings	General reserve	Share Warrants	Business transfer adjustment reserve	Equity Instruments through other comprehensive income	Other items of other comprehensive income	
Issue of Share Warrants	-	-	-	-	-	-	-	-
Remeasurement of the net defined benefit liability/ asset, net of tax effect	-	-	-	-	-	-	-	-
Fair Valuation of investments, net of tax effect	-	-	-	-	-	-	-	-
Equity Instruments through other comprehensive income, net of tax effect	-	-	-	-	-	-	-	-
Reversal of Provision	-	-	-	-	-	-	-	-
Profit for the Period	-	67.95	-	-	-	-	-	67.95
Balance as at 31st March, 2024	1,283.61	1,392.08	-	-	-	5,135.60	-	7,811.29

**Note 13 : Financial Liabilities**

(INR in Lakhs)		
Particulars	As at March 31, 2024	As at March 31, 2023
Other Financial Liabilities	-	-
Total Financial Liabilities	-	-

**Note 14 : Trade Payables**

(INR in Lakhs)		
Particulars	As at March 31, 2024	As at March 31, 2023
Dues to other than Micro and small enterprises		
(A) Total Outstanding dues to Micro Enterprise and small Enterprise	-	-
(B) Total Outstanding dues of creditors other than Micro Enterprise and small Enterprise	4,207.91	4,073.07
Notes : We have not received intimation from any vendor/creditor confirming their status under MSME category hence this classification		
Total Trade Payables	4,207.91	4,073.07
Notes : We have made adequate disclosure under Related Party Transaction in <b>Note No 26</b>		

**Note 15 : Other Financial Liabilities**

(INR in Lakhs)		
Particulars	As at March 31, 2024	As at March 31, 2023
Current maturities of Long Term Borrowings	-	-
Short Term Borrowings		
From Related Parties *	1,264.60	1,830.79
From Others	250.29	266.62
Total Other Financial Liability	1,514.89	2,097.41
* Notes : We have made adequate disclosure under Related Party Transaction in <b>Note No 31</b>		

[138]

**Note 16 : Other Current Liabilities**

Particulars	(INR in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Interest Payable		
Outstanding Expenses Payable	-	-
Audit Fee Payable	14.76	12.26
Directors Remuneration Payable	502.13	459.84
Other Payable	441.94	364.46
<b>Total Other Current Liabilities</b>	<b>959</b>	<b>836</b>

**Note 17 : Provisions**

Particulars	(INR in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Provision for Employee Benefits		
PF Payable	18.25	2.83
ESI Payable	0.07	3.19
PT Payable	0.60	24.67
Salaries Payable	119.22	79.89
Others		
Statutory Liabilities	38.19	45.15
Others	0.50	0.50
<b>Total Provisions</b>	<b>176.83</b>	<b>156.23</b>

**Note 18 : Income Tax Liability**

Particulars	(INR in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Provision for Income Tax	242.13	230.20
Current Year Income Tax (Net)	12.77	11.93
<b>Total</b>	<b>254.90</b>	<b>243.13</b>

**Note 19 : Revenue from Operations**

S. No.	Particulars	(INR in Lakhs)	
		Year Ended 31.03. 2024	Year Ended 31.03. 2023
I	Revenue from Operations		
	Export Sales	1,260.24	117.89
	Domestic Sales	64.29	2,227.69
	<b>Total Revenue from Operations</b>	<b>1,324.53</b>	<b>2,345.58</b>

**Note 20 : Other Income**

(INR in Lakhs)			
S. No.	Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
I	(a) Dividend Income	-	0.04
	(b) Net Gain on sale of Investments / Assets	-	-
	(c) Other non-operating income	10.02	-
	(d) Other income	1.72	10.25
	(e) Exchange Rate Variation	68.27	481.80
	Total Other Income	80.01	492.09

**Note 21 : Employee Benefit Expenses**

(INR in Lakhs)			
S. No.	Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
I	(a) Salaries & Wages	1,070.97	2,457.31
	(b) Contribution to Provident & Other Funds	1.25	1.60
	(c) Staff Welfare Expenses	0.60	0.42
	Total Employee Benefit Expenses	1,072.82	2,459.33

**Note 22 : Finance Cost**

(INR in Lakhs)			
S. No.	Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
I	(a) Interest Expense	66.80	77.62
	Total Finance Cost	66.80	77.62

**Note 23 : Administrative & other Operating Expenses**

(INR in Lakhs)			
S. No.	Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
I	(a) Telephone, Postage and Others	0.96	1.03
	(b) Business Promotion Expenses	0.67	4.97
	(c) Conveyance	0.96	2.38
	(d) Travelling expenses	0.22	1.74
	(e) Office Maintenance	30.12	6.85
	(f) Printing & Stationery Expenses	0.74	0.18
	(g) Service charges	-	-
	(h) Managerial Remuneration	41.25	68.70
	(i) RTA & Secretarial Expenses	39.97	11.01

[140]

**Note 23 : Administrative & other Operating Expenses (contd.)**

(j) Professional Consultancy fee	-	-
(k) Board Meeting Expenses	1.43	1.55
(l) Bank Charges	1.57	0.96
(m) Rent	21.45	20.43
(n) Legal Expenses	9.42	0.50
(o) Electricity & Water	3.74	4.59
(p) AGM Expenses	0.51	0.18
(q) Auditors Remuneration	-	
(i) Statutory Audit Fee	2.00	2.00
(ii) For Taxation Matters	0.50	0.50
(r) Recruitment charges	-	62.40
(s) Rates & Taxes	9.65	6.05
(t) Repair & maintainance	13.39	0.77
(u) Operating Expenses	0.34	1.67
<b>Total Administrative &amp; Other Operating Expenses</b>	<b>178.88</b>	<b>198.47</b>

**Notes to accounts.****24. Explanation to Modified Opinion on Financial Statements**

1. The statutory auditors have expressed a qualified opinion on the financial statements of the company pertaining to

a. Investment in Wholly Owned Subsidiary at Portugal viz Cybermate International, Unipessoal , LDA

We clarify that the Portuguese authority has issued a notice of cancellation of the Certificate of Incorporation of the WOS due to non-filing of statutory information. We are considering transferring the investment to another subsidiary and rectifying the non-compliance. We have been informed that we can remit the Statutory due and then transfer the investment to another subsidiary We are working on clearing thee statutory due in the ensuing period and are likely to report improved situation in the next quarter.

b. Non- payment of statutory dues for the period ending March 31, 2024.

The company has completed the reconciliation of dues pertaining to Employees Provident Fund,Employee State Insurance and Tax Deducted at source dues and have rectified the balances reflecting in our books of account and shall remit the dues in the ensuing quarter.

c. Non-Receipt of trade receivables and payables due for more than 6 months.

Delays in realization of receivables have been caused due to adverse conditions prevailing in the business and financial markets. We have extended our timelines by another six months for realizing of debtors due to adverse market conditions.

## 25. Contingent Liabilities:

The Following are the contingent liabilities not provided for in respect of matters under dispute as the company is confident that the outcome would be in its favor on the basis of merits.

### a. Income tax dues

S. No.	Name of the statute	Nature of Dues	AY	U/S	Demand	Forum where the dispute is pending
1.	Income Tax Act, 1961	Income tax	2009-10	154	643.95	NFAC
2.	Income Tax Act, 1961	Income tax	2011-12	147 r.w.s. 144	66.79	NFAC
3.	Income Tax Act, 1961	Income tax	2012-13	147	392.39	NFAC
4.	Income Tax Act, 1961	Income tax	2013-14	147	383.57	NFAC
5.	Income Tax Act, 1961	Income tax	2013-14	143(3) r.w.s. 254	118.27	NFAC
6.	Income Tax Act, 1961	Income tax	2014-15	143(3)	224.09	NFAC
7.	Income Tax Act, 1961	Income tax	2019-20	143(1)	142.79	
				Total	1,971.83	

### (b) Penalty Levied by the Enforcement Directorate.

With regard to the order of the Enforcement Directorate, on 28th December 2021 levying penalty for non-filing of APRs and Write off pertaining to Unrealised Receivables from Overseas Debtors on the company has filed an appeal and the company has not made any provision. The total amount of fines levied on the company is Rs.111.59 crores.

## 26. Sundry Creditors Disclosures in Accordance with Schedule III to Companies Act along with Micro, Small and Medium Enterprises Classification.

The Company has not received any intimation from "Suppliers" regarding their status under Micro, Small and Medium Enterprises Development Act, 2006, and hence disclosure if any, relating to the amount unpaid as at the year-end together with interest paid/payable as required under the said act have not been given.

We are providing the necessary disclosure under the IND AS Schedule to the Companies Act 2013

Particulars	INR in lakhs				
	Outstanding as at 31-03-2024 for following periods from due date of payment				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	-	-	-	-	-
(ii) Other	147.60	2,713.67	87.85	1,258.80	4,207.91
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues- others	-	-	-	-	-

Particulars	INR in lakhs				
	Outstanding as at 31-03-2023 for following periods from due date of payment				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	-	-	-	-	-
(ii) Other	2,717.57	87.85	381.94	885.71	4,073.07
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues- others	-	-	-	-	-

[142]

**27. Sundry Debtors Disclosures in Accordance with Schedule III to Companies Act.**

Particulars	Outstanding as at 31-03-2024 for following periods from due date of payment					INR in lakhs
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
	(i) Undisputed Trade Receivables- Ronsidered good	454.61	224.26	2,760.85	3,077.44	4,238.74
(ii) Undisputed Trade Receivables which have Significant increase in Credit risk	-	-	-	-	-	-
(iii) Undisputed Receivables - Credit Impaired	-	-	-	-	-	-
(iv) Dispute Trade Receivables - considered good	-	-	-	-	-	-
(v) Disputed trade receivables which have Significant increase in Credit Risk	-	-	-	-	-	-
(vi) Disputed receivables - Credit Impaired	-	-	-	-	-	-

Particulars	Outstanding as at 31-03-2023 for following periods from due date of payment					INR in lakhs
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
	(i) Undisputed Trade Receivables- considered good	1,627.93	1,149.14	3,344.87	-84.16	4,320.30
(ii) Undisputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Receivables - credit impaired	-	-	-	-	-	-
(iv) Dispute Trade Receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables which have significant increase in Credit risk	-	-	-	-	-	-
(vi) Disputed Receivables - Credit impaired	-	-	-	-	-	-

**28. Subsidiary Companies**

1. Cybermate Infotek Limited Inc : The company is considering incorporating a new company and closing the existing company on account of operational challenges in seeking business for the existing company due to NIL Operations for a prolonged period.

2. Cybermate International, Unipessol, LDA. The company is in the process of transferring the investment into a new company and the process of setting up a new company is underway. We have been informed that we can remit the Statutory due and then transfer the investment to another subsidiary We are working on clearing the statutory due in the ensuing period and are likely to report improved situation in the next quarter.

Further a Statement containing salient features of the financial statement of subsidiaries/associate companies/ joint ventures in Form AOC - 1 is annexed to the Boards' Report as **Annexure-I** pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014.



## 29. Segment Reporting

In accordance with the requirement of IND AS-108 on segment reporting, the company has determined its business segment as computer programming consultancy, and related services. There are no other primary reportable segments, nor secondary reportable segments.

There are no secondary reportable segments (Geographical Segments).

## 30. Earnings Per Share

	2024	2023
	INR	INR
Profits attributable to Equity Shareholders	67.94	35.04
Weighted Average No. Of Equity Shares outstanding during the year for computing Basic and Diluted EPS (Shares)	14,98,41,358	11,29,58,241
Basic EPS - Rs.	0.03	0.03
Diluted EPS- Rs.	0.03	0.03

[144]

## 31. Related Party Disclosure

### I. Key Management Personnel

1.	Mr. P. Chandra Sekhar	Director
2.	Mr. K. S. Shiva Kumar	Director (Upto 30-09-2023)
3.	Mr. K. Koteswara Rao	Director
4.	Mr. V. S. Roop Kumar	Director
5.	Mr. B. Srinivasa Reddy	Director
6.	Ms. G. Ponnari	Director
7.	Mr. B. V. B. Ravie Kishore	Director
8.	Ms. Sangeeta Mundhra	Company Secretary & Compliance Officer

### II. Parties where Control exists - Wholly Owned Subsidiary

1.	Cybermate Infotek Limited Inc
2.	Cybermate International Unipessol, LDA

### III. Enterprises Controlled by key management personnel

1.	Orchasp Consulting (P) Ltd
2.	Orchasp Securities (P) Ltd
3.	CIL Infoserve Ltd
4.	Bilwa Infrastructure Ltd
5.	Aagama IT Biz Solutions (P) Ltd
6.	Aagama Consulting Group
7.	Kora Trading & Contracting Co.WLL.
8.	Waha AI Mesela for Contracting.

### IV. Relatives of Key Management Personnel

1.	Mrs. P. Rajeswari - Wife of Mr. P. C. Pantulu.
2.	Mr. P. Srikrishna - Brother of Mr. P. C. Pantulu
3.	Mrs. K. Sirisha- Wife of Mr. P. Chandra Sekhar
4.	Mr. P. Manjush- cousin of Mr. P. Chandra Sekhar

**Notes:** During the year the Company has availed services from Apptest Corporation, USA. Mr. P. Chandra Sekhar is a director of a Company which is also promoted by the promoter of Apptest Corporation. Since there is no shareholding or control exercised by Mr. P. Chandra Sekhar, Apptest Corporation is not listed as an enterprise controlled by him.

Related party transaction 2023-24				
	2023-24		2022-23	
	Transaction value	Closing balance	Transaction value	Closing balance
	INR lakhs	INR lakhs	INR lakhs	INR lakhs
<b>A. Rendering Services</b>				
<b>(i) Receivables</b>				
(a) CIL Infoserve Ltd	-20.72	235.55	1.98	256.27
(b) Bilwa Infrastructure Ltd	-21.12	123.69	6.09	144.81
(c) Orchasp Securities (P) Ltd	1.81	16.72	2.05	14.91
(d) Orchasp Consulting (P) Ltd	-41.99	.101.64	36.07	-59.65
<b>Total</b>	<b>-82.02</b>	<b>274.32</b>	<b>46.19</b>	<b>356.34</b>
<b>(ii) Payables</b>				
(a) Aagama IT Biz Solutions (P)Ltd	15.50	12.00	-3.50	-3.50
(b) Aagama Consulting Group	-	-9.00	-9.00	-9.00
(c) Kora Trading & Contracting Co., WLL	-	-839.98	-839.98	-839.98
(d) Waha AI Messila for Contracting	-	-712.06	-712.06	-712.06
<b>Total</b>	<b>15.50</b>	<b>-1,549.04</b>	<b>-1,564.54</b>	<b>-1,564.54</b>
<b>B. Advances From</b>				
<b>(i) Key management personnel</b>				
(a) Mr. P.C. Pantulu	640.00	1,013.81	-	1,653.81
(b) Mr. P. Chandra Sekhar	71.87	170.01	17.69	98.14
<b>Total</b>	<b>-568.13</b>	<b>1,183.82</b>	<b>17.69</b>	<b>1,751.95</b>
<b>(ii) Relative of Key Managerial Personnel</b>				
(a) Ms. Rajeswari Pattapurathi	-	17.03	-	17.03
(b) Ms. Sirisha Kasukhela	-0.05	54.98	7.35	55.03
(c) Mr. Manjush Pattapurathi	-	5.00	-	5.00
(d) Mr. Srikrishna Pattapurathi	-	1.77	-	1.77
<b>Total</b>	<b>0.05</b>	<b>78.78</b>	<b>7.35</b>	<b>78.83</b>
<b>C. Managerial Remuneration</b>				
(a) Mr. K.S. Shiva Kumar	11.08	128.45	14.78	117.37
(b) Mr. P. Chandra Sekhar	29.78	196.04	29.78	166.26
(c) Mr. P.C. Pantulu	0	174.66	23.56	174.66
<b>Total</b>	<b>40.86</b>	<b>499.15</b>	<b>68.12</b>	<b>458.29</b>
<b>D. Directors Sitting Fee</b>				
(a) Mr. K. Koteswara Rao	0	0.12	0.06	0.12
(b) Mr. B. Srinivasa Reddy	0.4	0.95	0.40	0.55
(c) Mr. V.S. Roop kumar	0.37	0.92	0.40	0.55
(e) Ms. G. Ponnari	0.15	0.46	0.23	0.31
(f) Mr. B.V.B. Ravi Kishore	0.5	1.08	0.48	0.58
<b>Total</b>	<b>1.42</b>	<b>3.53</b>	<b>1.57</b>	<b>2.11</b>

[146]

Statement of Aggregated Related Party Transactions for the Period Ended 31st March 2024					INR in Lakhs
Nature of Transaction	Associated/ subsidiary	Key Management personnel	Relatives of key Management personnel	Enterprises controlled by relatives of key Management personnel	Total
Remuneration	-	29.78(69.69)	-	-	29.78(69.69)
Trade payables	-	-	-	15.50(1564.54)	15.50(1564.54)
Trade receivables	-	-	-	-82.02(46.19)	-82.02(46.19)
Advances/loans/ICDs Received	-	568.13(17.69)	0.05(7.35)	NIL(NIL)	568.05(25.04)
Advances/ Loans / ICDs Repaid	-	NIL(NIL)	NIL(NIL)	NIL(NIL)	NIL(NIL)
Balance outstanding as on 31-03-2024	-	-	-	-	-
Receivable	-	-	-	-82.02(46.19)	-82.02(46.19)
Payable	-	597.91(87.38)	-0.05(7.53)	15.50(1564.54)	613.36(1641.70)

Previous Years Figures have been Regrouped where ever necessary

### 32. Audit Fees:

Particulars	2024	2023
	INR in Lakhs	INR in Lakhs
As Auditor		
For Statutory Audit	2.00	2.00
For Tax Audit	0.50	0.50
Total	2.50	2.50

### 33. Foreign Currency Convertible Bonds

#### Utilisation of Proceeds

No of FCCBs Issued	105
Value of each bond USD	100,000
Total FCCB Offering USD	10,500,000
Investment in Wholly owned Subsidiary- USD	10,500,000
Balance Unutilised -USD	-

The proceeds of the FCCB have been utilized in accordance with the purpose allowed by the Reserve Bank of India as per the LRN No 201803190 dated 28th March 2018.

**b. No of Bonds outstanding**

No of FCCBs Issued	105
No of Bonds converted into Equity Shares	26
Balance FCCBs outstanding	79

**c. Initial Recognition of Foreign Currency Convertible Bonds (FCCB)**

Particulars	INR- Lakhs
Total FCCBs issued	Rs. 6825.60
Less : Converted into Equity	Rs. 1690.00
Equity Component as on Balance Sheet date	Rs. 5135.60

**d. Extension of Maturity Date:**

The FCCBs are repayable or convertible into equity shares on or before maturity date 09-July 2023 vide offering circular dated 09-July 2018. The Board of Directors at their meeting held on 06th July 2023, has decided to extend the due date of maturity for the balance FCCBs for a further period of one year i.e., up to 08-07-2024.

**e. Disclosure**

The FCCB is disclosed under other Equity as it is treated as an embedded derivative in accordance with IND AS 32, 107 and 109 as mentioned in the accounting policy on Financial Instruments.

**34. Earnings in Foreign Currency**

Particulars	2024	2023
	INR - Lakhs	INR - Lakhs
Export Earnings	1260.23	2227.69
Total	1260.23	2227.69

**35. Expenditure in Foreign Currency**

Particulars	2024	2023
	INR - Lakhs	INR - Lakhs
Operational Expenses	-	-
Consultancy & Professional Fee	1003.17	2328.51
Service Charges	-	18.51
Interest - FCCB	66.80	77.61
Recruitment & Office Costs	--	62.40
Travel	-	-
Training	--	24.47
Total	1069.97	2511.50

[148]

### 36. Debtors, Creditors, Loans and Advances are Subject to Confirmation and Reconciliation.

### 37. Previous Year Figures have been Regrouped and Rearranged wherever necessary to conform to this Years' Classification.

### 38. Additional Regulatory Information

- i. Title deeds of Immovable Properties not held in name of the Company. The company does not own any land or buildings wither in its name or any other name and hence there are no title deeds for submission.
- ii. The Company has not revalued its Property, Plant and Equipment since the Company has adopted cost model as its accounting policy to an entire class of Property, Plant and Equipment in accordance with Ind AS 16.
- iii. The Company has not revalued its Intangible Asset since the Company has adopted cost model as its accounting policy to an entire class of Intangible Asset in accordance with Ind AS 38.
- iv. The Company has not granted any loan or advance in the nature of loan to promoters, directors, KMPs and other related parties that are repayable on demand or without specifying any terms or period of repayment.
- v. There are no proceedings initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- vi. The Company has not 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 at any point of time during the year.
- vii. The Company is not declared as wilful defaulter by any bank or financial institution or other lenders.
- viii. The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.
- ix. The Company does not have any parent company and accordingly, compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable for the year under consideration.

#### x. Key Financial Ratios:

Particulars	Numerator	Denominator	March, 2023	March, 2024	Variance in %
Current Ratio	Current investments + Trade receivables + Cash & cash equivalents + other current assets	Trade Payables + Other Financial Liabilities + Other Current Liabilities + Provisions + Current Tax Liabilities	1.44	1.56	0.12
Debt-Equity Ratio	Equity Component of FCCB	Equity Share Capital	2.56	1.71	-0.85
Debt service Coverage Ratio	Profit before Tax + Interest of FCCB	Interest on FCCB	1.61	2.23	0.61
Return on Equity Ratio	Profit after Tax	Equity Share Capital	0.02	0.02	0.01
Trade Receivables Turnover ratio	Sales	(Opening Trade Receivables + Closing Trade Receivables ) /2	0.26	0.13	-0.14
Trade Payables Turnover ratio	Employee benefit Exp + Other Expenses	(Opening Trade Payables + Closing Trade Payables ) /2	0.98	0.30	-0.67
Net Capital Turnover Ratio	Sales	Equite Share Capital + Other Equity	0.23	0.12	-0.11
Net profit ratio	Profit after Tax	Sales	1.49	0.05	-1.44
Return on Capital Employed	Profit after Tax	Equity Share Capital + Other Equity	0.35	0.63	0.28
Return on Investment	Profit after Tax	Equity Share Capital	1.55	2.27	0.72

- xi. There are no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.
- xii. The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- xiii. The company has also not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- xiv. The Company does not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.
- xv. The Company did not trade or invest in Crypto Currency or virtual currency during the financial year. Hence, disclosures relating to it are not applicable.

For P C N & Associates  
Chartered Accountants  
Firm Regn. No. 016016S

For and on behalf of the Board



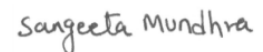
Sridhar Andhavarapu  
Partner  
Membership No. : 213830  
UDIN: 24213830BKHNXD4450



P. Chandra Sekhar  
Chairman, MD & CFO  
DIN: 01647212



V. S. Roop Kumar  
Director  
DIN: 05317482



Sangeeta Mundhra  
Company Secretary  
M.No 59771

Place: Hyderabad  
Date : 02-05-2024



# Board of Orchasp Limited

<b>Mr. P. Chandra Sekhar</b>	-	<b>Managing Director &amp; CFO</b>
<b>Mr. K. Koteswara Rao</b>	-	<b>Non-Executive &amp; Non-Independent Director</b>
<b>Mr. B. Srinivasa Reddy</b>	-	<b>Independent Director</b>
<b>Mr. V. S. Roop Kumar</b>	-	<b>Independent Director</b>
<b>Ms. G. Ponnari</b>	-	<b>Independent Director</b>
<b>Mr. B.V.B. Ravi Kishore</b>	-	<b>Independent Director</b>
<b>Ms. Sangeeta Mundhra</b>	-	<b>Company Secretary &amp; Compliance Officer</b>
<b>Statutory Auditor</b>	-	<b>P C N &amp; Associates , Chartered Accountants Plot No. 12, "N Heights" Ground Floor,Software unit, Cyberabad, Hyderabad - 500 081</b>
<b>Secretarial Auditor</b>	-	<b>T. Durga Pallavi 7-2-1669, Athena C504, Lodha Casa Paradiso Apts. Sanatnagar, Hyderabad- 500018</b>
<b>CIN</b>	-	<b>L72200TG1994PLC017485</b>
<b>Registered Office</b>	-	<b>Plot No 19 &amp; 20, Moti Valley, Trimulgherry Secunderabad. 500015 Telangana</b>
<b>E-mail: Investors</b>	-	<b>secretarial@orchasp.com info@orchasp.com</b>
<b>Website</b>	-	<b><a href="https://www.orchasp.com">https://www.orchasp.com</a></b>
<b>Listing</b>	-	<b>BSE Ltd, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai - 400 001</b>
<b>ISIN No</b>	-	<b>INE215B01022</b>
<b>Scrip Code</b>	-	<b>532271</b>
<b>Registrar &amp; Share Transfer Agent</b>	-	<b>Aarthi Consultants (P) Ltd, Gagan Mahal, Street No 7 Aravindra Nagar, Domalguda, Hyderabad - 500029. Telangana</b>



ORCHASP

**Orchasp Limited**

**CIN: L72200TG1994PLC017485**



---

Regd. & Corp. Office: Plot No. 19 & 20, Moti Valley, Tirumalghery, Secunderabad - 500 015. Telangana State, India.  
Phone: +91 40 47766123 / 24, Fax: +91 40 47766143  
Email: [info@orchasp.com](mailto:info@orchasp.com) Website: [www.orchasp.com](http://www.orchasp.com)